

EXTRA-ORDINARY
GENERAL MEETING
OF
VANTA BIOSCIENCE LIMITED

Date: Saturday, January 04, 2025

Time: 11:00 A.M.

Venue: No.02/G/308/G
NO.3/FF/SF/1-20-248 Umajay Complex
Rasoolpura, Hyderabad, Secunderabad,
Telangana, India, 500003

VANTA BIOSCIENCE LIMITED

Regd. Office: No.02/G/308/G, NO.3/FF/SF/1-20-248 Umajay Complex
Rasoolpura, SEcunderabad, Hyderabad - 500003, Telangana
CIN: L74999TG2016PLC109280 | **Website:** <https://www.vantabio.com>
Contact No.: 040 66575454 | **Email ID:** cs@vantabio.com

EGM NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF VANTA BIOSCIENCE LIMITED WILL BE HELD ON SATURDAY, JANUARY 04, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NO.02/G/308/G, NO.3/FF/SF/1-20-248 UMAJAY COMPLEX, RASOOLPURA, SECUNDERABAD, HYDERABAD - 500003, TELANGANA, INDIA, TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES

Item No. 1: Approval for conversion of loans into equity

To consider and if thought fit, to pass the following Resolution, with or without Modification, as *Special Resolution*:

“RESOLVED THAT pursuant to the provisions of section 62(3) and other applicable provisions under the Companies Act, 2013 and rules made thereunder, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given/to be given by the Promoters, other related parties and others (**“Lenders”**) to the Company in respect of such loan, at the option of such Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as decided by the Board subject to the compliance of all applicable provisions including but not limited to Section 42, 62 of the Companies Act 2013, Chapter V of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of renewal, deciding and / or finalizing other terms of conversion of loans and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 2: To consider and approve issue of equity shares to Promoters upon conversion of unsecured loans

To consider and if thought fit, to pass the following Resolution, with or without Modification, as *Special Resolution*:

“RESOLVED THAT pursuant to Section 62(1)(c), Section 42 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, to the extent applicable and approvals including from BSE Ltd. (“Stock Exchange”) and all other Statutes, Rules, Regulations, Guidelines, Notifications, Circulars and clarifications as may be applicable and other approvals, if any, the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 8,00,000 (Eight Lakh) fully paid up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 40/- (Rupees Forty Only) each to Mr. Dopesha Raja Mulakala and Mr. S Chandra Sekhar Rao, Promoters, on such terms and conditions as may be deemed appropriate by the Board by conversion of existing

outstanding loans which was extended to the Company for supporting the day to-day operations and to meet immediate working capital needs.

RESOLVED FURTHER THAT the shares of the Company are infrequently traded on BSE Ltd. and the price of the said issue is not lower than the price which has been determined in compliance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as applicable.

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of these equity shares in accordance with the Chapter V of SEBI (ICDR) Regulations shall be Thursday, December 05, 2024, being the date that is 30 (thirty) days prior to the date of the EGM.

RESOLVED FURTHER THAT the said equity shares to be allotted shall rank pari - passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and/or the Company Secretary be and are hereby severally authorized for and on behalf of the Company to take all such actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to the issue or allotment of such equity shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid Resolution."

**BY ORDER OF THE BOARD OF DIRECTORS
VANTA BIOSCIENCE LIMITED**

**Sd/-
DOPESH RAJA MULAKALA
MANAGING DIRECTOR
DIN: 01176660**

**07.12.2024
Hyderabad
CIN: L74999TG2016PLC109280
Regd. Office: NO.02/G/308/G No.3/FF/SF/1-20-248,
Umajay Complex Rasoolpura, Secunderabad, Hyderabad,
Telangana, India, 500003**

NOTES:

1. **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 HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The Proxy form duly filled in should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. All alterations/corrections made in the form of Proxy should be initialed by the Member.
2. Members are requested to bring their attendance slip along with their copy of EGM Notice to the Meeting. 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.
3. Explanatory Statement in respect of Business Items No. 1 and 2 is annexed hereto.
4. Pursuant to Section 108 of Companies Act, 2013 read with rules made thereunder and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its Members to exercise their votes electronically on the item of business given in the Notice through the electronic voting service facility provided by CDSL.
5. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, December 28, 2024 are entitled to vote on the resolutions set forth in this Notice. The remote e-voting period will commence at **9.00 A.M. on Wednesday, January 01, 2025 and will end at 5.00 P.M. on Friday, January 03, 2025.** The members will not be able to cast their votes electronically beyond the date and time mentioned above.
6. Members can opt for only one mode of voting i.e. either by physical ballot paper or remote e-voting. However, if members cast their vote through both modes of voting, then the voting through remote e-voting shall prevail. The members who have cast their vote by remote e-voting may also attend the EGM but shall not be entitled to cast their vote again. Also the facility for voting, ballot or polling paper shall (as the case may be) will be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting;
7. Members, who hold shares in the dematerialized form and wish to change / rectify the bank account details, should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR code of their Bank to their Depository Participants. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories.
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during business hours upto the date of the extra ordinary general meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
11. Members are requested to mandatorily quote their Registered Folio No. or Demat Account No. and Depository Participant Identification Number (DPID No) on all correspondence with the company. Securities and Exchange Board of India [SEBI] has mandated that securities of Listed Companies can be transferred only in dematerialised form with effect from April 1, 2019. Accordingly, the Company / the RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
12. Members are advised to update their email IDs with Company's RTA and/or concerned Depository participants as soon as possible.

13. As per Secretarial Standards 2 (SS-2), complete particulars of the venue of the Meeting (route map) has been attached herewith to the Notice.

14. Remote e-Voting

The items of business as set out in the Notice may be transacted through electronic voting system. Therefore, the Company is providing facility for voting by electronic means. Pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in force as on date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility, as an alternate, to its members in respect of the business to be transacted at the EGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, December 28, 2024 are entitled to vote on the resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the EGM Notice may approach the Company for required assistance in connection with generation of the User ID / Password in order to exercise their right to vote by electronic means. The remote e-voting period will commence at **9.00 A.M. on Wednesday, January 01, 2025 and will end at 5.00 P.M. on Friday, January 03, 2025**. The members will not be able to cast their votes electronically beyond the date and time mentioned above.

The Company has appointed Mr. Zoheb S Sayani, Sayani & Associates, Practicing Company Secretaries (Membership. No. F10881 and C.P No. 26128) to act as a Scrutinizer to conduct and scrutinize the voting process in a fair and transparent manner. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed at the EGM. The result declared, along with the Scrutinizer's Report, will be placed on the Company's website after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereunder:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) 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.

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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

securities in demat mode) login through their Depository Participants (DP)	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.
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

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

field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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@vantabio.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. 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 cs@vantabio.com
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

GENERAL INSTRUCTIONS:

- I. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Saturday, December 28, 2024, the Cut-off date.
- II. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting on a Ballot Form. The facility for physical voting, shall be made available at the Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- III. A member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
- IV. Members have the option to request for physical copy of Ballot Form by sending an e-mail to cs@vantabio.com by mentioning their Folio / DP ID and Client ID.
- V. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the Meeting a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.
- VI. The voting result will be announced by the Chairman or any other person authorized by him within two days of the EGM.
- VII. You may write to cs@vantabio.com in case of any queries w.r.t the EGM of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
VANTA BIOSCIENCE LIMITED**

**Sd/-
DOPESH RAJA MULAKALA
MANAGING DIRECTOR
DIN: 01176660**

**07.12.2024
Hyderabad
CIN: L74999TG2016PLC109280
Regd. Office: NO.02/G/308/G No.3/FF/SF/1-20-248,
Umajay Complex Rasoolpura, Secunderabad, Hyderabad
- 500003, Telangana, India**

ANNEXURE TO AND FORMING PART OF THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 - Approval for conversion of loans into equity

With a view of expansion of business and to meet working capital requirements of the Company, Management of the Company desires to raise loans from Promoters, other related parties and others ("**Lenders**") which may be required to be converted into equity shares of the Company in accordance with the business requirements of the Company. The Board of Directors in their meeting held on 06.12.2024 accorded approval for conversion of any loan that the Company may borrow from Promoters, other related parties and others via loan Agreement executed/ to be executed by the Company and such loan can be converted into the Equity Shares of the Company at a later date, at the option of such Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement, if any, subject to and in accordance with applicable provisions.

This would provide an enabling option to the Promoters, Directors, related parties and various types of lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company. As per Section 62(3) of the Companies Act, 2013, such enabling option requires approval of the shareholders by way of a special resolution.

Accordingly, the Board recommends the resolution as set forth in item no. 1 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from Promoters, Directors, related parties and various types of lenders, with an option to convert, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement, if any, in accordance with the business requirements of the Company subject to and in accordance with applicable provisions.

Except the Director/Promoter, related party or others whose loan is to be converted into the equity shares and his/her relatives, none of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

Item No. 2: Issue of equity shares on Preferential Basis to Promoters upon conversion of unsecured loan

As the members are aware, your Company is primarily engaged in the business of doing preclinical studies in compliance with global regulatory guidelines. The Company was incorporated on 29.04.2016.

The company demonstrated significant growth potential, which was reflected in its successful IPO. As the business expanded, it gained momentum, attracting attention from investors. However, the onset of the COVID-19 pandemic disrupted its progress, impacting operations and challenging its growth trajectory. Following the challenges of COVID-19, the company managed to regain its growth momentum. However, the Company was again hit with a significant setback in its journey when the Company was admitted into CIRP.

During the said tough period, the working capital needs and the projects requirements of the Company were fulfilled by loan arrangements from banks, Body corporates and also unsecured loans received from the Promoter and other related parties..

Considering the present financial/liquidity status, as per stipulation from bank and also based on the letter received from the Promoters - Mr. Dopeshe Raja Mulakala and Mr. S Chandra Sekhar Rao to repay the loan or to convert the same into equity shares, the Board has approved the proposal of converting the said loan from Mr. Dopeshe Raja Mulakala and Mr. S Chandra Sekhar Rao into equity shares in accordance with the provisions of the Companies Act, SEBI (ICDR) Regulations and SEBI (LODR) Regulations and subject to necessary approvals.

The Board proposes to issue equity shares upon conversion of loan to equity, to the following persons in one or more tranches, in such manner and on terms and conditions as may be determined by the Board subject to and in accordance the provisions of the SEBI(ICDR) Regulations, Companies Act and subject to necessary approvals from BSE Ltd.

Conversion of unsecured loan to equity:

S. No.	Name of the Subscriber and PAN	Category (Promoter/Non Promoter)	Equity Shares	No of shares
1	Mr. Dopesh Raja Mulakala (PAN: AGCPR9461L)	Promoter and Managing Director	Equity Shares	4,00,000
2	Mr. S Chandra Sekhar Rao (PAN ANEPS8843E)	Promoter	Equity Shares	4,00,000
			Total	8,00,000

Pursuant to provisions of Section 62(1)(c) and Section 42 of Companies Act, 2013 and Regulation 160 of SEBI(ICDR) Regulations, 2018, any preferential allotment of securities is required to be approved by the shareholders by way of Special Resolution. Further, in terms of Regulation 163 of SEBI (ICDR) Regulations, Section 62 and Section 42 read with rules made thereunder, the following disclosures are required to be made in the explanatory statement to the notice of general meeting:

1. Objects of the preferential issue:

There are Unsecured Loans from the Promoters, and the Company proposes to issue such number of Equity Shares as mentioned in the resolution on preferential basis. The promoters of the Company/ the proposed allottees have also requested the board of the Company to either make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to the Company in to Equity Shares. In view of the current financial position of the Company, pursuant to stipulation from Bank, the Board of Directors of the Company has decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

2. Particulars of the offer including date of passing of Board resolution:

The Board in its meeting held on Friday, December 06, 2024 has approved the issue of the following:

S. No	Particulars	No of securities
1	Equity shares of Rs. 10/- each (Pursuant to conversion of unsecured loan into equity shares)	8,00,000

3. Kinds of securities offered and the price at which security is being offered:

The Board in its meeting held on Friday, December 06, 2024 has approved the issue of the following:

S. No	Particulars	No of securities	Issue Price (Rs.)*
1	Equity shares of Rs. 10/- each (Pursuant to conversion of unsecured loan into equity shares))	8,00,000	50/-

*Face Value of Rs.10/- and a premium of Rs. 40/-

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The price of the above mentioned issue has been fixed at Rs. 50/- per share i.e., face value of Rs.10/- each and premium of Rs. 40/- each.

The Equity Shares of the Company are infrequently traded and in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018, where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies and that a certificate has been obtained from an independent

Registered Valuer in accordance with this regulation read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Accordingly, a valuation report has been obtained by the Company from Mr. G. Murali Reddy FCA, Registered Valuer (Registration No.: IBBI/RV/02/2019/11566) and the Independent Registered Valuer has arrived at a price of Rs. 40.04/- per share.

In terms of the applicable provisions of the SEBI (ICDR) Regulations, the price, at which the securities shall be issued and allotted is Rs. 50/- each, which is not lower than the price determined by the Independent Registered Valuer. The same is in compliance and in accordance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as applicable. The Articles of Association of the issuer does not provide for any method of determination of any price and accordingly, the price has been determined as mentioned above.

5. Relevant date with reference to which the price has been arrived at:

The "Relevant Date" in relation to the issue of these Securities in accordance with the Chapter V of SEBI (ICDR) Regulations shall be Thursday, December 5, 2024, being the date that is 30 (thirty) days prior to the date of the EGM.

The shares of the Company are infrequently traded on BSE Ltd. and the price of the said issue has been determined in compliance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as applicable.

6. Name and address of valuer who performed valuation:

The Company has obtained a valuation certificate from Mr. G. Murali Reddy FCA having its office at Flat No -507, Everest Block, 'C' Block, 5th Floor, Aditya Enclave, Mythivanam, Beside Ameerpet Metro Station, Hyderabad-500038, Telangana which is in accordance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as applicable. The same shall be available on the website of the Company at <https://www.vantabio.com/>

7. Maximum number of specified securities to be issued/amount which the company intends to raise by way of such securities:

The Board in its meeting held on Friday, December 06, 2024 has approved the issue of the following

S. No	Particulars	No of securities	Issue Price (Rs.)	Amount Rs.
1	Equity shares of Rs. 10/- each (Pursuant to conversion of unsecured loan into equity shares)	8,00,000	50/-	4,00,00,000
	Total Issue	8,00,000	-	4,00,00,000

8. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

Mr. Dopesha Raja Mulakala, (Promoter & Managing Director) (DIN: 01176660) intends to subscribe to 4,00,000 equity shares upon conversion of his unsecured loans to equity and Mr. S Chandra Sekhar Rao, (Promoter) intends to subscribe to 4,00,000 equity share upon conversion of his unsecured loans to equity.

Except as stated above, none of the Promoters, Directors, KMPs or senior management of the issuer are subscribing to the issue and no contribution is being made by the promoters or directors or KMPs or senior management either as part of the offer or separately in furtherance of objects.

9. Shareholding pattern of the issuer before and after the preferential issue:

The Pre and Post shareholding pattern of the Company is given below:

Sl. No.	Category	Pre-issue*		Post-issue#	
		No. of shares held		No. of shares held	
		Equity	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	43,78,000	69.36	51,78,000	72.81
	Bodies corporate	-	-	-	-
	Sub-total				
2	Foreign promoters	-	-		
	Sub-total (A)	43,78,000	69.36	51,78,000	72.81
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institutional Investors				
	Private corporate bodies	55,500	0.88	55,500	0.78
	Directors and relatives	-	-	-	-
	Indian public	16,76,000	26.55	16,76,000	23.57
	Others [including Non-resident Indians (NRIs)]	2,02,500	3.21	2,02,500	2.85
	Sub-total (B)	19,34,000	30.64	19,34,000	27.19
	GRAND TOTAL	63,12,000	100	71,12,000	100

*As at December 06, 2024

#The post issue shareholding percentage is arrived after considering the preferential allotments of equity shares proposed to be made under this notice and on fully diluted basis.

Assumptions:

- The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity Shares.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged.

10. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170(1) of SEBI (ICDR) Regulations, allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution or in the event allotment of securities would require any approval(s) from any regulatory authority or the Central Government, the period of fifteen days shall be counted from

the date of the order on such application or the date of approval or permission, as the case may be.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Not applicable as the proposed allottees are individual shareholders

12. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of securities. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change accordingly. The pre and post shareholding of the proposed allottees has been disclosed in **Annexure A**.

13. Undertakings:

The Company hereby undertakes and confirms the following:

- that the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations where it is required to do so;
- if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees, if any or adjusted against further outstanding loans;
- Neither the Company nor any of its Promoters or Directors are wilful defaulters or fraudulent borrowers;
- None of its Directors or Promoters are fugitive economic offenders;
- The said preferential issue is not for consideration other than cash. The Outstanding loans from Promoters are being converted into equity shares;
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations;
- The Company shall make an application to BSE Ltd. at which the existing shares are listed, for listing of the aforementioned Equity Shares;
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

14. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Both Mr. Dopesh Raja Mulakala (Managing Director) (DIN: 01176660) and Mr. S Chandra Sekhar Rao belong to the Promoter category. The current and proposed status of both the allottees shall remain the same post the preferential issue.

15. Material terms of raising such securities: NA

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil

17. Lock In:

Lock in of equity shares shall be pursuant to conversion of said warrants shall be locked-in in accordance with Regulation 167 of SEBI (ICDR) Regulations.

The certificate from the Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection by the Members at the meeting. The same shall be uploaded along with the valuation report on the website of the Company at <https://www.vantabio.com/>

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolutions for authorizing the Board of Directors of the Company to create, offer, issue and allot securities on preferential basis as specifically described in the resolutions set out at Item No. 1 and 2 of this Notice and the explanatory statement.

None of the Directors, Key Managerial Personnels or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except Mr. Dopesh Raja Mulakala (Managing Director) (DIN: 01176660) and his respective relatives.

**BY ORDER OF THE BOARD OF DIRECTORS
VANTA BIOSCIENCE LIMITED**

**Sd/-
DOPESH RAJA MULAKALA
MANAGING DIRECTOR
DIN: 01176660**

**07.12.2024
Hyderabad
CIN: L74999TG2016PLC109280
Regd. Office: NO.02/G/308/G No.3/FF/SF/1-20-248,
Umajay Complex Rasoolpura, Secunderabad, Hyderabad
- 500003, Telangana, India**

Annexure A - Ultimate Beneficial owner and Pre & Post holding details

S. No.	Name of the Subscriber	Ultimate beneficial owner of the proposed allotte(s)	Pre Issue*		Proposed allotment of shares	Post Issue#	
			No. of shares	%		No. of shares	%
1	Dopesh Raja Mulakala	NA - Individual	4,58,000	7.26	4,00,000	8,58,000	12.06
2	S Chandra Sekhar Rao	NA - Individual	1,22,500	1.94	4,00,000	5,22,500	7.35
		Total	5,80,500	9.20	8,00,000	13,80,500	19.41

*Pre Issue shares as on 06.12.2024.

#Post Issue % is considering that all the equity shares have been allotted.

S. No. 1 is a Promoter & MD and shall remain Promoter & MD post allotment of securities

S. No. 2 is a Promoter and shall remain Promoter post allotment of securities

VANTA BIOSCIENCE LIMITED

Regd. Office: No.02/G/308/G, NO.3/FF/SF/1-20-248 Umajay Complex
Rasoolpura, SEcunderabad, Hyderabad - 500003, Telangana

CIN: L74999TG2016PLC109280| **Website:** <https://www.vantabio.com>

Contact No.: 040 66575454| **Email ID:** cs@vantabio.com

ATTENDANCE SLIP FOR EXTRA ORDINARY GENERAL MEETING

(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Vanta Bioscience Limited.

I hereby record my presence at the Extra Ordinary General Meeting of the shareholders of Vanta Bioscience Limited held on Saturday, January 04, 2025 at 11.00 A.M. at the Registered Office of the Company at No.02/G/308/G NO.3/FF/SF/1-20-248 Umajay Complex, Rasoolpura, Secunderabad, Hyderabad - 500003, Telangana, India.

Reg. Folio No. / Client ID	
DP ID	
No. of Shares	

Name & Address of Member

--

Signature of Shareholder/Proxy/Representative
(Please Specify)

VANTA BIOSCIENCE LIMITED

Regd. Office: No.02/G/308/G, NO.3/FF/SF/1-20-248 Umajay Complex
Rasoolpura, SEcunderabad, Hyderabad - 500003, Telangana
CIN: L74999TG2016PLC109280| **Website:** <https://www.vantabio.com>
Contact No.: 040 66575454 | **Email ID:** cs@vantabio.com

**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L74999TG2016PLC109280
Name of the company	VANTA BIOSCIENCE LIMITED
Registered office	No.02/G/308/G NO.3/FF/SF/1-20-248 Umajay Complex Rasoolpura, Secunderabad, Hyderabad -500003,Telangana, India
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID :

I /We, being the member(s) of _____ shares of the above named company, hereby appoint

1.	Name		Signature	
	Address			
	E-mail Id			
	or failing him			
2.	Name		Signature	
	Address			
	E-mail Id			
	or failing him			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra General Meeting of the Company to be held on Saturday, January 04, 2025 at 11.00 A.M. at the Registered Office of the Company at No.02/G/308/G NO.3/FF/SF/1-20-248 Umajay Complex, Rasoolpura, Secunderabad, Hyderabad - 500003,Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

	For	Against
Special Business		
1. Approval for conversion of loans into equity		
2. To consider and approve issue of equity shares to Promoters upon conversion of unsecured loans		

Signed this day of 2025.

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP FOR EGM OF VANTA BIOSCIENCE LIMITED

