



Vanta Bioscience Limited

Regd. Office : 1-20-248, Umajay Complex,
Rasoolpura, Secunderabad - 500 003, INDIA.
Tel : +91 40 6657 5454, 2790 3226
Fax : +91 40 2790 8708
Website : www.vantabio.com
Email : info@vantabio.com
CIN No. : U74999TG2016PTC109280

May 19, 2017

To

Dr. Gonuguntla Kathyayani

H. No 11-4-650, Flat No 213, Sovereign Shelter Apts
Lakdikapool, Hyderabad - 500004

Sub: Appointment as Independent Director

I am pleased to inform you that the Board of M/s. Vanta Bioscience Limited ('the **Company**') have approved your appointment as an independent director in the Company ('**Independent Director**') with immediate effect. This letter sets out the terms of your appointment.

1. Appointment:

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, subject to the approval of the members, you will serve as an Independent Director on the Board for a period of 5 years.

2. Board committees:

As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee.

3. Professional Conduct:

As an Independent Director, you are expected to:

- a) uphold ethical standards of integrity and probity;
- b) act objectively and constructively while exercising your duties;
- c) exercise your responsibilities in a bonafide manner in the interest of the Company;
- d) devote sufficient time and attention to your professional obligations for informed and balanced decision-making;
- e) not allow any extraneous considerations that may vitiate your exercise of objective independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision-making;



Intelligent Toxicology

Research Center :

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- f) not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) refrain from any action that could lead to a loss of your independence;
- h) ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly;
- i) assist the Company in implementing the best corporate governance practices.

4. Functions, Responsibilities and Duties of Independent Directors:

The role, functions & duties of Independent directors are specified in the Code of Conduct for Independent Directors.

In addition to the criteria mentioned in the Code of conduct for the induction of directors. The role of independent directors also includes tracking, reviewing and providing feedback on:

- a) **Strategy:** Independent directors to constructively contribute to the development of the Company strategy;
- b) **Performance:** Independent directors to oversee the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance;
- c) **Risk:** Independent directors to evaluate and ensure that financial information is accurate and that financial controls and systems of risk management are robust and defensible;
- d) **Stakeholders:** Independent directors to balance the conflicting interest of the stakeholders, including minority shareholders. In the event of any conflict, they shall moderate and arbitrate in the interest of the Company as a whole.

5. Fees

You may be paid Sitting Fees, if any, as may be decided by the Board. In addition to the above, non-executive/ independent directors would be entitled to the reimbursement of Travel, accommodation and out-of-pocket expenses, like conveyance, food and incidentals that are incurred during the days of the Board and committee meetings.



The Right Dose of
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It is a pleasure to have you on board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

Best regards,

Yours Sincerely,

for VANTA BIOSCIENCE LIMITED



A handwritten signature in blue ink, appearing to read 'M. Dopesha Raja'.

MULAKALA DOPESH RAJA
Managing Director
DIN: 01176660