



**Vivimed**

Date: 28.03.2018

To

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street , Mumbai-400001	National Stock Exchange of India Limited Exchange Plaza, Plot No.C/, G Block, Bandra Kurla Complex,Bandra (East) Mumbai-400051
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Dear Sir/Madam

Further to our intimation dated 22/03/2018, we are herewith submitting/providing the following documents/information for your information:

1. Enclosed the Postal Ballot Notice & Postal Ballot form.
2. The Company has fixed Friday, March 23, 2018 as the Cut Off date for the Shareholders (holding equity shares of the Company in both electronic and physical form) eligible to cast their vote through postal ballot/e-voting. The Company would be availing e-voting services of Central Depository Services (India) Ltd (CDSL).
3. The E-voting period begins on Sunday, April 1, 2018 at 9.30 a.m. (IST) and ends on the Monday, April 30, 2018 at 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 (record date) of Friday, March 23, 2018, may cast their vote through postal ballot/e-voting.

You are requested to take note of the above.

Thanking you

**Yours Truly,**

**For Vivimed Labs Limited**

**K. Yugandhar**

**Company Secretary**



**Vivimed Labs Limited (Registered Office)**

CIN: L02411KA1988PLC009465

#78/A, Kolhar Industrial Area,  
Bidar, Karnataka - 585 403, India.

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**Corporate Office:**

North End, Road No. 2

Banjara Hills, Hyderabad,

Telangana - 500 034, India.

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**Vivimed**

## **VIVIMED LABS LIMITED**

[CIN: L02411KA1988PLC009465]

Regd. Office: Plot No. 78/A, Kolhar Industrial Area, Bidar – 585403, Karnataka

Corporate Office: North End Complex, Road No. 2, Banjara Hills, Hyderabad, India – 500034

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Email: yugandhar.kopparthi@vivimedlabs.com, website: vivimedlabs.com,

### **POSTAL BALLOT NOTICE**

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("**SS-2**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable laws and regulations, that it is proposed to seek the consent of the members ("**Members**") of Vivimed Labs Limited ("**Company**"), for the resolutions appended below, through postal ballot using Postal Ballot Form/electronic voting ("**E-voting**").

**ITEM NO. 1: To issue Convertible Warrants to Non-Promoter(s)/Non-Promoter Group of the Company on Preferential basis:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(c), read with Section 42 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force the "**Act**"), the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements), 2015, (the "**Listing Regulations**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "**ICDR Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended (the "**SAST Regulations**"), the Foreign Exchange Management Act, 1999, as amended, and subject to all other applicable laws, rules, regulations, circulars and guidelines, and subject to such approvals, permissions, sanctions and consents as may be necessary or required from regulatory or other appropriate authority, and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (herein referred to as "**Board**" which term shall include any duly constituted and authorized committee thereof to exercise its powers under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 50,00,000 (Fifty Lakh only) warrants exercisable as per its terms and conditions ("**Non - Promoter Warrants**") on a preferential basis to the members of the Non-Promoter and/or Non-Promoter Group of the Company ("**Non-Promoter Warrant Holders**") in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, and at the minimum allotment price as may be arrived at in accordance with Chapter VII of the ICDR Regulations (the "**Issue Price**"), provided that each of the Non-Promoter Warrants shall, subject to the terms and conditions, entitle the holder (s) thereof to subscribe for and be allotted one equity share of the face value of Rs.2/- (Rupees Two Only) each of the Company (the "**Equity Share**")"

For VIVIMED LABS LTD.

Company Secretary

**“RESOLVED FURTHER THAT** an amount equivalent to 25 percent of the Issue Price shall be payable at the time of subscription to and allotment of each Non-Promoter Warrant. The balance 75 per cent of the Issue Price shall be payable by the Non-Promoter Warrant Holder(s) upon exercise of the entitlement attached to the Non-Promoter warrant, to subscribe for Equity Share(s). The amount paid against the Non-Promoter warrants shall be adjusted / set off against the Issue Price payable for the resultant Equity Shares.

**Proposed allottees details:**

Sl. No.	Name of the Proposed Allottees	Category	No of convertible warrants to be allotted
1.	BBR Fine Chemicals Private Limited	An Indian Private Limited Company	25,00,000
2.	Mr.Sanjay Vaidya	Resident Indian	10,00,000
3.	Mr.Prabhu Mudigonda	Resident Indian	10,00,000
4.	Ms.Madhuri D	Resident Indian	5,00,000

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot the resultant equity shares to be allotted on exercise of the Non-Promoter Warrants in terms of this Resolution shall rank paripassu in all respects with the existing equity shares of the Company and shall be subject to the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue, including reduction of the size of the issue, as it may deem expedient, at its discretion.”

**“RESOLVED FURTHER THAT** the aforesaid issue of Warrants on preferential basis shall be on the following terms and conditions:

- (i) In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Non-Promoter Warrants / Equity Shares to be issued as per the terms of the Non-Promoter Warrants shall be Saturday, 31<sup>st</sup> March 2018, being the date 30 days prior to the date on which the resolution is deemed to be passed i.e. the last date specified for receipt of duly completed Postal Ballot Forms or E-voting;
- (ii) In accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 25% (Twenty Five Percent) of the consideration payable against the Non-Promoter Warrants, shall be paid by the Non-Promoter Warrant Holder(s) to the Company on or before allotment of the Non-Promoter Warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option against each such Warrant. The amount paid against Non-Promoter Warrants shall be adjusted / set off against the issue price of the resultant Equity Shares;
- (iii) The tenure of Non-Promoter Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Non-Promoter Warrants;
- (iv) The Non-Promoter Warrant Holder(s) shall be entitled to exercise the option of conversion of any or all of the Non-Promoter Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Non-Promoter Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder(s);
- (v) If the entitlement against the Non-Promoter Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Non-Promoter Warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Non-Promoter Warrants shall stand forfeited;

- (vi) Upon exercise by Non-Promoter Warrant Holder the option to subscribe to Equity Share attached to any or all of the Non-Promoter Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Non-Promoter Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Non-Promoter Warrant Holder(s) and entering the name of Non-Promoter Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares; and
- (vii) The Non-Promoter Warrants by itself until exercise of option and Equity Shares allotted, do not give to the Non-Promoter Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company, and the Non-Promoter Warrants and Equity Shares allotted pursuant to conversion of such Non-Promoter Warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations."

**"RESOLVED FURTHER THAT** the Non-Promoter Warrants shall be issued and allotted by the Company to the Non-Promoter Warrant Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Non-Promoter Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Non-Promoter Warrants representing the same, as described above, the Board and such other persons as may be authorized by the Board, on behalf of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient to effect the offer, issue or allotment and listing of the said securities with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Non-Promoter Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders."

**"RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory (ies) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**ITEM NO. 2: To issue Convertible Warrants to Promoter(s)/Promoter Group of the Company on preferential basis:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 62(1)(c), read with Section 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act"), the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements), 2015 (the "Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (the "SAST Regulations"), the Foreign Exchange Management Act, 1999, as amended, and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such approvals, permissions, sanctions and consents as may be necessary or required from regulatory or other appropriate authority, and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (herein referred to as "Board" which term shall include any duly constituted and authorized committee thereof to exercise its powers under this resolution), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more

tranches, upto 50,00,000 (Fifty Lakhs only) warrants exercisable as per its terms and conditions ("Promoter Warrants") on a preferential basis to the members of the Promoter and/or Promoter Group of the Company ("Promoter Warrant Holders") in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, and at the minimum allotment price as may be arrived at in accordance with Chapter VII of the ICDR Regulations (the "Issue Price"), provided that each of the Promoter Warrants shall, subject to the terms and conditions, entitle the holder(s) thereof to subscribe for and be allotted one equity share of the face value of Rs.2/- (Rupees Two Only) each of the Company (the "Equity Share").

**"RESOLVED FURTHER THAT** an amount equivalent to 25 percent of the Issue Price shall be payable at the time of subscription to and allotment of each Promoter Warrant. The balance 75 percent of the Issue Price shall be payable by the Promoter Warrant Holder(s) upon exercise of the entitlement attached to Warrant to subscribe for Equity Share(s). The amount paid against the Warrants shall be adjusted / set off against the Issue Price payable for the resultant Equity Shares. "

**Proposed allottees details:**

Sl. No.	Name of the Proposed Allottees	Category	No of convertible warrants to be allotted
1	BBR Green Fields Private Limited	Indian Private Limited Company	30,00,000
2	Svara Securities LLP	Indian Limited Liability Partnership Firm	20,00,000

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares, including the resultant equity shares to be allotted on exercise of the Warrants in terms of this Resolution shall rank paripassu in all respects with the existing equity shares of the Company and shall be subject to Memorandum and Articles of Association of the Company"

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue, including reduction of the size of the issue, as it may deem expedient, in its discretion."

**"RESOLVED FURTHER THAT** the aforesaid issue of the Promoter Warrants shall be on the following terms and conditions:

- (i) In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Warrants / Equity Shares to be issued as per the terms of the Promoter Warrants shall be Saturday, 31<sup>st</sup> March 2018, being the date 30 days prior to the date on which the resolution is deemed to be passed i.e. the last date specified for receipt of duly completed Postal Ballot Forms or E-voting;
- (ii) In accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 25% (Twenty Five Percent) of the consideration payable against the Promoter Warrants, shall be paid by the Promoter Warrant Holder(s) to the Company on or before allotment of the Promoter Warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option against each such Warrant. The amount paid against Promoter Warrants shall be adjusted / set off against the issue price of the resultant Equity Shares;
- (iii) The tenure of Promoter Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Promoter Warrants;
- (iv) The Promoter Warrant Holder(s) shall be entitled to exercise the option of conversion of any or all of the Promoter Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Promoter Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder(s);
- (v) If the entitlement against the Promoter Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Promoter Warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Promoter Warrants shall stand forfeited;

- (vi) Upon exercise by Promoter Warrant Holder the option to subscribe to Equity Share attached to any or all of the Promoter Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Promoter Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Promoter Warrant Holder(s) and entering the name of Promoter Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares; and
- (vii) The Promoter Warrants by itself until exercise of option and Equity Shares allotted, do not give to the Promoter Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company, and the Promoter Warrants and Equity Shares allotted pursuant to conversion of such Promoter Warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations."

**"RESOLVED FURTHER THAT** the Warrants shall be issued and allotted by the Company to the Warrant Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Warrants representing the same, as described above, the Board and such other persons as may be authorized by the Board, on behalf of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient to effect the offer, issue or allotment and listing of the said securities with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders."

**"RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory (ies) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company, and to represent the Company before any governmental authorities, and to appoint any professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

### **ITEM NO. 3: FCCB/ADR/GDR/QIP etc.,**

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

**"RESOLVED THAT** pursuant to the provisions of the Sections 41, 42, 62 and 71, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the "Companies Act"), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009, as amended (the "SEBI ICDR Regulations"), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the "FCCB Scheme"), as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notification, circulars and clarifications issued from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board

of India ("SEBI"), the Registrar of Companies, (the "ROC"), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance), the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of Rs.2 each (Rupees Two Only) (the "Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs") Foreign Currency Convertible Bonds ("FCCBs") and/or other financial instruments convertible into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public and /or private offerings and/or preferential allotment basis, including without limitation through a qualified Institutional placement ("QIP") in accordance with Chapter VIII of SEBI ICDR Regulations, or any combination thereof or by issue of prospectus and/or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the SEBI ICDR Regulations) ("QIBs") in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue. The number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring."

**"RESOLVED FURTHER THAT** if any issue of Securities is made by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (Twelve) months from the date of approval of the shareholders of the Company by way of special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with the applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted on a fully paid basis (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 18 months from the date of the allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous year."

**"RESOLVED FURTHER THAT** in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of the Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open



the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as provided by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the convertible securities."

**"RESOLVED FURTHER THAT** the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations."

**"RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) Any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of the governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon the conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *pari passu* with the existing Equity Shares in all respects."

**"RESOLVED FURTHER THAT** in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under the applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments, and other documents, including the private placement offer letter, creation of mortgage/charge in accordance with the provision of the Companies Act in respect of any Securities as may be required either on *pari passu* basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**"RESOLVED FURTHER THAT** the Board or Committee thereof be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodian, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offering of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s)."



**"RESOLVED FURTHER THAT** subject to applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

**By Order of the Board of Directors  
For Vivimed Labs Limited**

**Sd/-**

**K.Yugandhar  
Company Secretary**

**Place:Hyderabad**

**Date:22<sup>nd</sup>March , 2018**

**NOTES:**

1. The Statement as required under Section 102 of the Companies Act is annexed to the Notice. A Postal Ballot Form is also enclosed. A copy of the Notice and the Postal Ballot Form is also available on the website of the Company [www.vivimedlabs.com](http://www.vivimedlabs.com)
2. Members shall have the option to vote either through E-voting or through Postal Ballot Form. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments there to, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is offering 'E-voting' facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited ("CDSL") to facilitate E-voting. E-voting is optional. The detailed procedure with respect to E-voting is mentioned later in the Notice.
3. The Company has appointed Mr. N.V.S.S.Rao, Practicing Company Secretary (Membership No: 5868) as the Scrutinizer for scrutinizing the E-voting process as well as voting through Postal Ballot Form to ensure that the process is carried out in a fair and transparent manner.
4. The voting commences on Sunday, April 1,2018.The Members are requested to note the following:
  - (a) Duly completed Postal Ballot Form should reach the Scrutinizer by 5:00p.m. (IST) on Monday, April 30, 2018 at the following:

To,  
Mr.N.V.S.S.Rao, Scrutinizer, Practicing Company Secretary  
Vivimed Labs Limited  
North End Complex, Road No.2,  
Banjara Hills, Hyderabad, India – 500034
  - (b) Postal Ballot Forms received after the said date and time will be strictly treated as if the reply from such Members has not been received.
  - (c) Similarly, the E-voting needs to be exercised by 5:00 p.m. (IST) on Monday, April 30, 2018. Please note that E-voting will be disabled for voting after the said date and time.
5. A Member cannot opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
6. A person, whose name is recorded in the Register of Members/Beneficial Owners list maintained by the depositories as on cut-off date i.e. Friday, March 23, 2018("cut-off date") only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting.

7. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. The Notice is being sent to all the Members whose names appear in the Register of Members/Beneficial Owners as per the records maintained by the depositories as on the cut-off date. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on the cut-off date.
9. The voting on items included in the Notice cannot be exercised through proxy.
10. In case any eligible Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, such Member may write to the Company/Registrar and Transfer Agents ("RTA") (RTA Address: M/s Aarthi Consultant Pvt Ltd, Unit: Vivimed Labs Ltd 1-2-285, Domalguda, Hyderabad-500029) of the Company or send an email to yugandhar.kopparthi@vivimedlabs.com or info@aarthiconsultants.com. The RTA or the Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company - [www.vivimedlabs.com](http://www.vivimedlabs.com) and website of CDSL - [www.evotingindia.com](http://www.evotingindia.com).
11. In the event of any grievance relating to E-voting, the Members/Beneficial Owners may contact the following: Mr. Mehboob Lakhani, Asst. Manager, CDSL, P.J. Towers, 16<sup>th</sup> Floor, Dalal Street, Fort, Mumbai – 400 001, e-mail: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Helpdesk: 1800 22 5533.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-voting i.e. Monday, April 30, 2018.
13. All the material documents referred to in the explanatory statement are available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m.(IST) to 1:00p.m.(IST) from the date of dispatch of notice till Monday, April 30, 2018.

## **INSTRUCTIONS FOR VOTING**

### **Voting through Postal Ballot Form**

1. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage prepaid self-addressed Business Reply Envelope, so as to reach the Scrutinizer as detailed above, by 5:00 p.m. (IST) on Monday, April 30, 2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The postage will be borne and paid for by the Company, if posted in India in the postage prepaid self-addressed Business Reply Envelope.
2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. Envelopes containing Postal Ballot Form if deposited in person or sent by courier or by registered/speed post at the expense of the Members will also be accepted.

### **Procedure for voting through electronic means**

The Company is pleased to offer E-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- (i) The voting period commences on Sunday, April 1, 2018 from 9:30 a.m. (IST) and ends on Monday, April 30, 2018 at 5:00 p.m. (IST). During this period, the Member whose name is recorded in the Register of Members / Beneficial Owners as per the records maintained by the depositories as on cut-off date i.e. Friday, March 23, 2018, may cast the vote electronically. The E-voting shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log onto the E-voting website at [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders / Members".

- (iv) Enter User ID:
- For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 character DP ID followed by 8 digits Client ID
  - Members holding shares in physical form should enter Folio Number registered with the Company
- (v) Next enter the image verification as displayed and click on Login.
- (vi) If you are holding shares in dematerialized form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both i.e. shares held in dematerialized form as well as physical form) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field which is printed on address label.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	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"> <li>If both the details are not recorded with the Company / Depository Participant please enter the DP ID and Client ID / Folio Number in the dividend bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Member holding shares in physical form will then directly reach the Company selection screen. However, Member holding shares in dematerialized form will now reach 'Password Creation' menu where in 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.
- (x) For Member holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number ("EVS") of "Vivimed Labs Limited".
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

- (xvii) If the demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on FORGOT PASSWORD & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting. Them-Voting app can be downloaded from Google Play Store, Apple Store and Windows Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for non-individual Members and custodians:
  - (a) Non-individual Members (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 as Corporate(s).
  - (b) 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).
  - (c) After receiving the log in details, a compliance user should be created using the admin login and pass word. The compliance user would be able to link the account(s) for which they wish to vote on.
  - (d) The list of accounts linked in the log in 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.
  - (e) A scanned copy of the Board resolution and Power of Attorney which they have issued infavour of the custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xx) Incase you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions and E-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at 1800 22 5533.

#### **Declaration of Results:**

1. The Scrutinizer shall submit the Consolidated Scrutinizer's Report of the total votes cast infavour or against and invalid votes, if any, to the Chairperson of the Company or a person authorized by him, who shall counter sign the same, on Monday, April 30, 2018 and the result of the postal ballot will be declared on Monday, April 30, 2018 latest by 8:30 p.m. (IST) at the corporate office of the Company.
2. Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the results to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
3. The result of the postal ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company - [www.vivimedlabs.com](http://www.vivimedlabs.com) and on the website of CDSL and will be displayed on the notice board of the Company at its corporate office, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **ITEM NO.1:**

##### **MATERIAL FACTS RELATING TO THE PREFERENTIAL ALLOTMENT OF SHARE WARRANTS(NON-PROMOTER WARRANTS):**

The Board of Directors at its meeting held on 22<sup>nd</sup> March , 2018, subject to necessary approval(s), has approved the proposal for raising fund by way of issue Securities through Preferential Allotment of Non-Promoter Warrants to Non-Promoters to enable the Company to mobilize funds for funding Current/future expansion plans/activities by the Company or potential acquisitions and general corporate purpose.

The Preferential Allotment of Securities to Non-Promoters would be strictly in accordance with ChapterVII of the SEBI (ICDR) Regulations, 2009. The preferential issue would comprise of upto 50,00,000 Non-Promoter Warrants with a right exercisable by the warrant holder to subscribe for One Equity share per Non-Promoter Warrant within Eighteen Months of its allotment.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations are as under:

The allotment of the Non-Promoter Warrants is subject to the Non-Promoter /Non-Promoter Group of the Company not having sold any Equity Shares of the Company during the 6 (six) months preceding the 'relevant date'. The Non-Promoter / Non-Promoter Group of the Company has represented that they have not sold any equity shares of the Company during the 6 (six) months preceding the relevant date.

**1. Object(s) of the issue through preferential issue:**

The object of raising capital by issuing Non-Promoter Warrants to the Non-Promoter Warrant Holder is to mobilize funds for funding Current/future expansion plans/activities by the Company or potential acquisitions and general corporate purpose. This will also improve Company's debt-equity ratio. It is therefore proposed to issue and offer upto 50,00,000 Non-Promoter Warrants of the face value of Rs.2/- each respectively to the Non-Promoters of the Company on a preferential basis.

**2. Proposal of the Non-Promoters of the Company to subscribe to the preferential issue:**

The preferential issue of Non-Promoter Warrants is being made to the 'Non-Promoter(s) or Non-Promoter Group' of the Company. The Non-Promoters of the Company i.e.(1 ) BBR Fine Chemicals Private Limited, (2) Mr.Sanjay Viadya, (3) Mr. Prabhu Mudigonda and (4) Ms.Madhuri D have conveyed their intention to subscribe to the offer. No Non-Promoter Warrants or Equity Shares are being offered to the directors, key managerial personnel or relatives of directors / key managerial personnel of the Company.

Sl. No.	Name of the Proposed Allottees	Natural person who ultimately controls the Proposed Allottee	Present holding if any	% of pre issue capital	No of equity shares to be issued	% of post issue capital (approx.)
1	BBR Fine Chemicals Private Limited	Mr.Phanindernath.P & Mr.Paritosh Varalwar	Nil	Nil	25,00,000	2.70
2	Mr.Sanjay Viadya	Mr.Sanjay Viadya	Nil	Nil	10,00,000	1.08
3	Mr. Prabhu Mudigonda	Mr. Prabhu Mudigonda	Nil	Nil	10,00,000	1.08
4	Ms.Madhuri D	Ms.Madhuri D	Nil	Nil	5,00,000	0.54

**Note:** The % of post issue capital is arrived after considering the proposed allotment of Equity Shares and Share Warrants.

**4. Shareholding Pattern of the Company before and after the Preferential Issue:**

Please refer the "Annexure -1" for the consolidated shareholding pattern given at the end of Postal ballot Notice.

The proposed preferential allotment will not result in any change in management control of the Company as the Non-Promoter Warrant Holder belongs to Non-promoter(s) / Non-promoter group.

**5. The time within which the preferential allotment shall be completed:**

The allotment of Non-Promoter Warrants will be completed within a period of 15 (fifteen) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

#### **6. Pricing of the preferential issue:**

The pricing of the Equity Shares to be allotted on conversion of Non-Promoter Warrants to the Non Promoter(s) of the Company on preferential basis shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations.

The issue of equity shares arising out of exercise of Non-Promoter Warrants issued on preferential basis shall be made at a price not less than the higher of the following or as per the law prevailing at the time of allotment of Non-Promoter Warrants:

- a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 26 (twenty six) weeks preceding the relevant date; or
- b) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 2 (Two) weeks preceding the 'relevant date'.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations.

The price shall be determined on the basis of the quotes available on the Stock Exchange having highest trading volume during the preceding twenty six weeks prior to the relevant date.

#### **7. Relevant Date:**

The relevant date for the purpose of pricing shall be Saturday, March 31, 2018 being the date which is 30(thirty) days prior to the deemed date of passing of special resolution by the Members of the Company through Postal Ballot to approve the proposed preferential issue, in accordance with the SEBI (ICDR) Regulations.

#### **8. Auditors' Certificate:**

The price at which the Non-Promoter Warrants would be issued to the Non Promoter(s) of the Company cannot be exactly determined before issue of this Notice to the shareholders as the same depends on the average of the market prices prevailing in the preceding 2 (two) weeks or (26) (twenty six weeks) of the 'relevant date' as per Regulation 76 of the SEBI (ICDR) Regulations. Auditors' certificate issued by M/s. Chandra Babu Naidu & Co, Chartered Accountants, Statutory Auditors of the Company as required under Regulation 73(2) SEBI (ICDR) Regulations will be available for inspection at the registered office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the last date of voting under Postal Ballot.

#### **9. Lock-in Period:**

The Non-Promoter Warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to Non-Promoter Warrants shall be subject to lock-in as per SEBI (ICDR) Regulations.

As per Regulation 78(6) of the SEBI (ICDR) Regulations, the entire pre-preferential allotment shareholding of the above proposed allottee(s) shall be locked-in from the Relevant Date up to the period of 6 months from the date of preferential allotment.

#### **10. Undertakings**

In terms of SEBI (ICDR) Regulations, 2009, the Company hereby undertakes that:

- a) It shall re-compute the price of the Non-Promoter Warrants / Equity Shares issued on conversion of Non-Promoter Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Non-Promoter Warrants / Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

The Board recommends the resolution as set out at Item No. 1 for approval of the share holders as a Special Resolution.

The Board at its meeting held on 22<sup>nd</sup> March, 2018 has approved the issue of Non-Promoter Warrants on preferential basis and of Equity Shares on conversion of such Non-Promoter Warrants on a preferential basis in the manner stated above subject to approval of the shareholders by way of Special Resolution.

None of the directors, key managerial personnel or any relative of any of the directors or key managerial personnel of the Company is, in any way, concerned or interested in the above resolution.

#### **ITEM NO.2:**

##### **MATERIAL FACTS RELATING TO THE PREFERENTIAL ALLOTMENT OF SHARE WARRANTS(PROMOTER WARRANTS):**

The Board of Directors at its meeting held on 22<sup>nd</sup> March, 2018, subject to necessary approval(s), has approved the proposal for raising funds by way of issue Securities through Preferential Allotment of Promoter Warrants to Promoters/ Promoter Group to enable the Company to mobilize funds for funding Current/future expansion plans/activities by the Company or potential acquisition and general corporate purpose.

The Preferential Allotment of Securities to Promoters would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009. The preferential issue would comprise of upto 50,00,000 Promoter Warrants with a right exercisable by the warrant holder to subscribe for One Equity share per Promoter Warrant within Eighteen Months of its allotment.

**The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations are as under:**

The allotment of the Promoter Warrants is subject to the Proposed allottees not having sold any Equity Shares of the Company during the 6 (six) months preceding the 'relevant date'. The Promoter / Promoter Group of the Company has represented that they have (Proposed allottees) not sold any equity shares of the Company during the 6 (six) months preceding the relevant date.

#### **1. Object(s) of the issue through preferential issue:**

The object of raising capital by issuing Promoter Warrants to the Promoter Warrant Holders is to mobilize funds for funding Current/future expansion plans/activities by the Company or potential acquisition and general corporate purpose. This will also improve Company's debt-equity ratio. It is therefore proposed to issue and offer upto 50,00,000 Promoter Warrants of the face value of Rs.2/- each respectively to the Proposed allottees (promoter Group) of the Company on a preferential basis.

#### **2. Proposal of the Promoters/Promoter Group of the Company to subscribe to the preferential issue:**

The preferential issue of Promoter Warrants is being made to the 'Promoter(s) or Promoter Group' of the Company. The Proposed allottees i.e. (1) BBR Green Fields Private Limited, (2) Svara Securities LLP have conveyed their intention to subscribe to the offer. (the proposed allottees are relatives to the existing promoters/Directors viz Mr Santosh Varalwar, Mr. Manohar Rao Varalwar, Mr Sandeep Varalwar and Mr. Subhash Varalwar. As per the definition given in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, they will come under Promoter Group.

#### **3. Identity of the proposed allottees:**

Sl. No.	Name of the Proposed Allottees	Natural person who ultimately controls the Proposed Allottee	Present holding if any	% of pre issue capital	No of equity shares to be issued	% of post issue capital (approx.)
1	BBR Green Fields Private Limited	Tanmayi Varalwar & Tanisha Varalwar	Nil	Nil	30,00,000	3.24
2	Svara Securities LLP	Saurabh Gurnurkar & Radhika Mohan Joshi	Nil	Nil	20,00,000	2.16



**Note:** The % of post issue capital is arrived after considering the proposed allotment of Equity Shares and Share Warrants.

**4. Shareholding Pattern of the Company before and after the Preferential Issue:**

Please refer the “Annexure -1” for the consolidated shareholding pattern given at the end of Postal ballot Notice.

The proposed preferential allotment will not result in any change in management control of the Company as the Promoter Warrant Holders belongs to promoter(s) / promoter group.

**5. The time within which the preferential allotment shall be completed:**

The allotment of Promoter Warrants will be completed within a period of 15 (fifteen) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

**6. Pricing of the preferential issue:**

The pricing of the Equity Shares to be allotted on conversion of Promoter Warrants to the Promoter(s)/Promoter Group of the Company on preferential basis shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations.

The issue of equity shares arising out of exercise of Promoter Warrants issued on preferential basis shall be made at a price not less than the higher of the following or as per the law prevailing at the time of allotment of Promoter Warrants:

- a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 26 (twenty six) weeks preceding the relevant date; or
- b) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 2 (Two) weeks preceding the ‘relevant date’.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations.

The price shall be determined on the basis of the quotes available on the Stock Exchange having highest trading volume during the preceding twenty six weeks prior to the relevant date.

**7. Relevant Date:**

The relevant date for the purpose of pricing shall be Saturday, March 31, 2018 being the date which is 30 (thirty) days prior to the deemed date of passing of special resolution by the Members of the Company through Postal Ballot to approve the proposed preferential issue, in accordance with the SEBI (ICDR) Regulations.

**8. Auditors’ Certificate:**

The price at which the Promoter Warrants would be issued to the Promoter(s)/promoter group of the Company cannot be exactly determined before issue of this Notice to the shareholders as the same depends on the average of the market prices prevailing in the preceding 2 (two) weeks or (26) (twenty six weeks) of the ‘relevant date’ as per Regulation 76 of the SEBI (ICDR) Regulations. Auditors’ certificate issued by M/s. Chandra Babu Naidu & Co, Chartered Accountants, Statutory Auditors of the Company as required under Regulation 73(2) SEBI (ICDR) Regulations will be available for inspection at the registered office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the last date of voting under Postal Ballot.

## 9. Lock-in Period:

The Promoter Warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to Promoter Warrants shall be subject to lock-in as per SEBI (ICDR) Regulations.

As per Regulation 78(6) of the SEBI (ICDR) Regulations, the entire pre-preferential allotment shareholding of the above proposed allottee(s) shall be locked-in from the Relevant Date up to the period of 6 months from the date of preferential allotment.

## 10. Undertakings

In terms of SEBI (ICDR) Regulations, 2009, the Company hereby undertakes that:

- a) It shall re-compute the price of the Promoter Warrants / Equity Shares issued on conversion of Promoter Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Promoter Warrants / Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

The Board recommends the resolution as set out at Item No.2 for approval of the shareholders as a Special Resolution.

The Board at its meeting held on 22<sup>nd</sup> March, 2018 has approved the issue of Promoter Warrants on preferential basis and of Equity Shares on conversion of such Promoter Warrants on a preferential basis in the manner stated above subject to approval of the shareholders by way of Special Resolution.

None of the directors, Key managerial personnel or any relative of any of the directors or key managerial personnel of the Company is, in anyway, concerned or interested in the above resolution except Mr. Santosh Varalwar, Mr. Sandeep Varalwar, Mr. Subhash Varalwar, Mr. Manohar Rao Varalwar and Mr. S. Raghunandan and their relatives who are deemed to be concerned since proposed resolution pertains to the preferential issue of Warrants to Promoter Group.

## ITEM NO.3 :-ISSUE OF FCCB/ADR/GDR etc.,

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 62 of the Companies Act 2013, any offer or issue of securities on the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution. The Listing agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the Share holders in a general meeting decide otherwise.

The Company vide postal Ballot held on 13<sup>th</sup> March 2017, passed the special resolution by Members and Members had accorded their approval for raising capital not exceeding Rs.500 crore by issue of eligible securities of the company to meet the funding requirements and business objectives of the Company

According to SEBI (ICDR) provisions, such resolution is valid for a period of 12 months from the date of its passing.

The intention of the Company to raise capital still holds good and hence, an enabling Resolution is being proposed to give necessary authority to the Board of Directors to decide and finalise the timing and the terms of the issue, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals.

The said Special Resolution, if passed, shall also have effect of allowing the Board, on behalf of the Company, to offer, issue and allot the Securities otherwise than on pro-rata basis to the existing Shareholders.

The Company requires additional capital in the future to meet the additional long term working capital requirements, repayment/servicing of existing debts, and for other approved general corporate objectives/purposes from time to time, and to augment the company's capital base and financial position. While it is expected that the internal generation of funds would partially finance the need for funds, equity and debt raising would be another source of funds. Therefore, it is proposed to create, offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and whenever necessary

in consultation with lead managers, either in one or more foreign currencies or equivalent Indian Rupees inclusive of such premium as may be determined by the Board. The Company intends to issue securities for an aggregate amount not more than Rs.500 Crores (Rupees Five Hundred Crores Only) or its equivalent in one or more foreign currencies. This is an enabling Resolution and the Company will issue new securities, subject to applicable law and necessary compliances. This Special Resolution, among other things, seeks to enable the Board of Directors (including any committee thereof) to undertake a Qualified Institutions Placement to Qualified Institutional Buyers in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, amended (the "SEBI ICDR Regulations") as prescribed under Chapter VIII of the SEBI ICDR Regulations for the purposes mentioned above without the need for fresh approval from the shareholders.

#### **Basis for Justification of Price:**

The pricing of Securities to be issued to Qualified Institutional Buyers pursuant to chapter VIII of the SEBI ICDR Regulations shall be determined by the Board to such a price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The "Relevant date" for this purpose, in case of allotment of Equity Shares, will be the date of meeting in which the Board of Directors of the Company or the committee of directors duly authorised by the Board of Directors of the Company decides to open the issue, or, in case of convertible securities, either the date of the meeting in which the Board of directors of the Company or the committee of directors duly authorised by the Board of Directors of the Company decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as provided under the Chapter VIII of the SEBI ICDR Regulations. The resolution enables the Board of Directors to, in accordance with applicable laws, offer a discount of not more than 5% or such percentage under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The Special Resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board deems fit. The Company with this resolution intends to retain the right and flexibility to issue securities including but not limited to GDRs, ADRs, FCCBs and Equity Shares.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Lead manager(s) appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with the applicable provision of law. The Equity Shares allotted or arising out of conversion of any securities will be listed on recognized Stock Exchanges subject to obtaining regulatory approvals. The offer/issue/allotment/conversion/redemption of Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing agreement entered into with the Stock Exchanges.

Section 62 of the Companies Act, 2013 and the provisions of listing agreements entered into with the stock exchanges provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to any person other than members of the Company, if authorized by the members pursuant to a special resolution. The special resolutions seek the consent and authorization of the members to the Board to make the proposed issue of Securities, in consultation with the lead managers, advisors and other intermediaries that may be appointed in relation to the issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions and in accordance with the applicable rules and regulations or guidelines.

The Board recommends the resolution as set out in Item No. 3 for approval of share holders as special resolution.

None of the Directors, Key managerial persons or any relative of any of the directors, key managerial persons of the company is in any way concerned or interested in the above resolution.

**By Order of the Board of Directors  
For Vivimed Labs Limited**

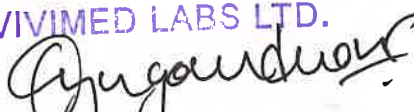
**Sd/-  
K.Yugandhar  
Company Secretary**

**Place: Hyderabad,  
Date: 22<sup>nd</sup> March, 2018**

# ANNEXURE-I

## Consolidated Shareholding Pattern of the Company before and after the preferential Issue

Category	Pre-Issue Equity Shareholding		After Allotment of Warrants / Equity Shares	
	No. of shares	% of Holdings	No. of shares	% of Holdings
<b>(A) Shareholding of Promoter &amp; Promoter Group</b>				
1. Indian				
Individuals/ Body Corporate (Including Persons Acting in concert)	29554210	35.81	34554210	37.35
<b>Sub- Total (A) (1)</b>	<b>29554210</b>	<b>35.81</b>	<b>34554210</b>	<b>37.35</b>
2. Foreign	-	-	-	-
Individuals(NRI's/Foreign individuals) (including Persons Foreign Body Corporate	-	-	-	-
<b>Sub- Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter &amp; Promoter Group(A)=(A)(1) + (A)(2)</b>	<b>29554210</b>	<b>35.81</b>	<b>34554210</b>	<b>37.35</b>
<b>(B) Public Share Holding</b>				
1. Institutions				
Financial institutions/Banks FIIs	8366624	10.14	8366624	9.04
<b>Sub- Total (B) (1)</b>	<b>8366624</b>	<b>10.14</b>	<b>8366624</b>	<b>9.04</b>
2. Non-Institutions	-	-	-	-
Foreign Nationals	1369840	1.66	1369840	1.48
Foreign Bodies Corporate	9150685	11.09	9150685	9.89
Individuals	-	-	-	-
Individual shareholders holding nominal share capital up to Rs.2 lakhs	17877355	21.66	17877355	19.32
Individual Shareholders holding nominal share capital in excess of Rs. 2 Lakh	4477194	5.43	6977194	7.54
Any Other (specify)-NRI	3284124	3.98	3284124	3.55
Clearing Member	1651376	2.00	1651376	1.78
Bodies Corporate	6678707	8.09	9178707	9.92
NBFC's registered with RBI	113500	0.14	113500	0.12
Trust	300	0	300	0.00
<b>Sub- Total (B) (2)</b>	<b>44603081</b>	<b>54.05</b>	<b>49603081</b>	<b>53.61</b>
<b>(B)-Total Public Shareholding (B)=(B)(1) + (B) (2)</b>	<b>52969705</b>	<b>64.19</b>	<b>57969705</b>	<b>62.65</b>
<b>GRAND TOTAL (A+B)</b>	<b>82523915</b>	<b>100</b>	<b>92523915</b>	<b>100</b>

For VIVIMED LABS LTD.  
  
 Company Secretary

**Vivimed****VIVIMED LABS LIMITED**

[CIN: L02411KA1988PLC009465]

Regd. Office: PlotNo.78/A, Kolhar Industrial Area, Bidar – 585403, Karnataka

Corporate Office: North End Complex, Road No.2, Banjara Hills, Hyderabad, India – 500034

Tel: +91-40-6608 6608 F +91-40-6608 6699

Email: yugandhar.kopparthi@vivimedlabs.com, website: vivimedlabs.com,

**POSTAL BALLOT FORM**

Serial No. :

Name(s) of Member(s) :  
(including joint holders,  
if any)Registered address of the :  
sole/first named MemberRegistered Folio No./ :  
DP ID & Client ID\*  
(\*Applicable to Members  
holding equity shares in  
dematerialized form)

No. of equity shares held :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through postal ballot for the businesses stated in the postal ballot notice of the Company dated March 22, 2018 ("Notice"), by conveying my/our assent or dissent to the said resolution(s) by placing tick (✓) mark at the appropriate boxes below :

Sr. No.	Brief description of the resolution(s)	Type of resolution	No. of equity shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	To issue Convertible Warrants to Non-Promoter(s)/ Non-Promoter Group of the Company on preferential basis.	Special			
2	To issue Convertible Warrants to Promoter(s)/Promoter Group of the Company on preferential basis	Special			
3	FCCB/ADR/GDR/QIP etc.,	Special			

Place :

Date :

E-mail address : \_\_\_\_\_

Contact No. : \_\_\_\_\_

(Signature of the Member/Authorized Representative)

Last date for receipt of Postal Ballot Form by the Scrutinizer: Monday, April30, 2018 by 5:00 p.m. (IST)

**ELECTRONIC VOTING PARTICULARS**The remote e-voting ("E-voting") facility is available at the link: <https://www.evotingindia.com>.

The E-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
Sunday, April 1, 2018 from 9:30 a.m. (IST)	Monday, April 30, 2018 at 5:00 p.m. (IST)

- Notes :** 1. Please read the instructions printed below carefully before exercising the vote through this form.  
2. For E-voting facility, please refer "Procedure for voting through electronic means" in the Notice attached.  
3. E-voting shall be disabled at 5:00 p.m. (IST) on Monday, April 30, 2018.

#### INSTRUCTIONS

1. This ballot form ("Postal Ballot Form") is provided for the benefit of Members who do not have access to E-voting facility, to enable them to send their assent or dissent by post for the resolution(s) included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
6. The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
  - a) The Postal Ballot Form other than the one issued by the Company is used;
  - b) The Postal Ballot Form has not been signed by or on behalf of the Member;
  - c) The signature of the Member / authorized representative does not tally with the records of the Company / Registrar & Share Transfer Agents / Depository Participant;
  - d) The Member has put a tick mark (✓) in both the columns, that is, for "Assent" and also for "Dissent" in respect of the resolution(s) in such a manner that the aggregate number of shares voted for "Assent" and "Dissent" exceed the total number of shares held.
  - e) The Postal Ballot Form is unsigned, incomplete or incorrectly filled or not submitted within the prescribed date and time;
  - f) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified true copy of the document granting authority signed by specific authority;
  - g) the Member has made any amendment to the resolution(s) or imposed any condition while exercising the vote;
  - h) the Postal Ballot Form is received torn or defaced or mutilated;
  - i) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
1. Postal Ballot Forms received after 5:00 p.m. (IST) on Monday, April 30, 2018 will be strictly treated as invalid / as if the reply from the Member has not been received.
2. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column.
3. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories, as on Friday, March 23, 2018.
4. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder. If the same is/are already registered with the Company/Registrar and Share Transfer Agent/ Depository Participant, please quote the registration no. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.
5. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
6. For obtaining a duplicate form, an eligible Member may write to the Company at its Corporate office / Registrar and Transfer Agents of the Company at M/s Aarthi Consultant Pvt Ltd, Unit: Vivimed Labs Ltd 1-2-285, Domalguda, Hyderabad – 500029, or send an e-mail at [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com) or [yugandhar.kopparthi@vivimedlabs.com](mailto:yugandhar.kopparthi@vivimedlabs.com). However, the duly filled in duplicate form should reach within the date and time specified above.
7. The Scrutinizer's decision on the validity of postal ballot will be final.