



Vivimed

## VIVIMED LABS LIMITED

[CIN: L02411KA1988PLC009465]

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### POSTAL BALLOT NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, that the resolutions set out below are proposed to be passed as special resolutions by way of e-voting/postal ballot. The explanatory statements pertaining to the aforesaid resolutions setting out the material facts and the reason thereof are annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (which shall include a committee of the board of directors of the Company that may be empowered or constituted for this purpose) (the "Board") has appointed Mr.N.V.S.S.Rao, Practicing Company Secretary (Membership No: 5868) as the Scrutinizer for conducting the e-voting/postal ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting or by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than 5.00 p.m. on Saturday, the 11<sup>th</sup> Day of March, 2017. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/ Managing Director/ Company Secretary or any other person authorised by the Board. The result of the e-voting/postal ballot would be announced by Chairman/ Managing Director/ Company Secretary on Monday, 13<sup>th</sup> day of March 2017 at the Registered/ Corporate office of the Company. The aforesaid result would be displayed at the Registered / Corporate office of the Company and displayed along with the Scrutinizer's report on the Company's website viz www.vivimedlabs.com, website of the Central Depository Services (India) Limited ("CDSL"), will be sent to BSE Limited ("BSE") & the National Stock Exchange of India Limited ("NSE") for investors' information

#### 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 "SASTRegulations"), 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 65,00,000 (Sixty Five 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")"

**"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	30,00,000
2	Duranta Power Projects Private Limited	An indian Private Limited Company	10,00,000
3	Duranta Infrastructure Private Limited	An indian Private Limited Company	15,00,000
4	Purmandla Mahender Reddy	Non Resident Indian	10,00,000

**“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, 11<sup>th</sup> February 2017, being the date 30 days prior to the deemed date of passing of this Resolution by the Members of the Company through Postal Ballot;
- (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 60,00,000 (Sixty Lakh) 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
3	D Rajendra Kumar	Indian National	10,00,000

**“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, 11<sup>th</sup> February 2017, being the date 30 days prior to the deemed date of passing of this Resolution by the Members of the Company through Postal Ballot;
- (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:

#### To issue FCCB/ADR/GDR etc.,

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

**"RESOLVED THAT** in supersession of all the Resolutions passed earlier in this regard and pursuant to the provisions of section 62 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and subject to:

- a) the provisions of the memorandum and Articles of Association of the Company;
- b) the requirements of the Listing Agreement(s) entered into by the Company with the Stock Exchanges on which the Company's Shares are presently listed;
- c) the provisions of the Foreign Exchange Management Act, 1999 (FEMA), as amended, and all applicable regulations framed and notifications issued thereunder;
- d) the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009, as amended as applicable; including the regulations for Qualified Institutions Placement prescribed in Chapter VIII thereof;
- e) all other applicable rules, regulations, circulars, notifications, guidelines issued by Ministry of Finance, the Reserve Bank of India (RBI), the Securities and Exchange board of India (SEBI) and all other governmental or regulatory bodies in India;
- f) obtaining and complying with all necessary approvals, consents, permissions and / or sanctions, as applicable for Foreign Direct Investment of the Government of India (GOI), the Foreign Investment Promotion Board (FIPB), RBI, SEBI, relevant Stock Exchanges, whether in India or overseas, all other appropriate regulatory and governmental authorities, whether in India or overseas, any institutions, lenders and any other third parties and subject to such conditions and modifications as may be prescribed by any of them whilst granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee(s) constituted or to be constituted for the purpose of any offering(s) to be made by the company in pursuance of this Resolution); consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches:
  - (i) in the course of one or more domestic offering(s), and / or
  - (ii) in the course of one or more international offering(s), in one or more foreign markets, such number of Equity shares, with or without green shoe option, in the course of domestic and/ or international offerings and/or Qualified Institutions Placements ("QIP"), secured or unsecured debentures, bonds or any other securities whether convertible into equity share or not, including, but not limited to, Foreign Currency Convertible Bonds ("FCCBs"), Optionally Convertible Debentures ("OCD"), Bonds with share warrants attached, Global Depositary Receipts ("GDRs"), American Depositary Receipts (ADRs), or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/ or any other securities whether convertible into equity shares or not (hereinafter referred to as "Securities") whether rupee denominated or denominated in Foreign Currency, to any eligible person, including to Domestic / Foreign Investors / Institutional Investors/ Foreign Institutional Investors, Non- Resident Indians, Indian Public, Individuals, Companies/ Corporate Bodies (Whether incorporated in India or Abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers within the meaning of Chapter VIII of the SEBI ICDR Regulations, Stabilizing agents or other persons or entities, whether shareholders of the Company or not through a public issue and/or on a private placement basis and/or qualified institutions placement within the meaning of Chapter VIII of the SEBI ICDR Regulations



and/or other kind of public issue and/or private placement or through a combination of the foregoing as may be permitted under applicable law from time to time, for an aggregate amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only) or Equivalent amount in any Foreign Currency, whether to be listed on any stock exchange in India or any international stock exchanges outside India, through an offer document and/or prospectus and/or offer letter, and/or Placement Document and/or offering circular, and/or on public and/or private placement basis, at such price or prices and on such terms and conditions including security, rate of interests etc, as may be decided by and deemed appropriate by the board as per applicable law, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made, considering, the prevailing market conditions and other relevant factors wherever necessary in consultation with its advisors, as the board in its absolute discretion may deem fit and appropriate.

**RESOLVED FURTHER THAT** the Board is entitled to appoint, enter into and execute all such agreements with any Advisor(s), Lead Manager(s), Underwriter(s), Guarantor(s), Depository(ies), Trustee(s), Custodian(s), Legal Counsel(s) and all such other relevant agencies as may be involved or concerned with such offerings of securities and to remunerate all such agencies including by payment of commissions, brokerage, fee or the like.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and the things, as it may in its absolute discretion deem fit 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 as it may in 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 the members 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 also authorized subject to approval of the appropriate authorities to secure the entire or any part of the issue by creation of the mortgage/charge on the Company's immovable and movable properties present and future, such charge to rank either pari-passu with or second, subsequent subservient and subordinate to all the mortgages / charges created / to be created by the Company for all existing and future borrowings and facilities whatsoever subject to compliance with the provisions of Companies Act, 2013 and Foreign Exchange Management Act, 1999 read with the relevant rules and regulations .

**RESOLVED FURTHER THAT** any securities that are not subscribed in issues mentioned above may be disposed off by the Board in its absolute discretion in such manner, as the board may deem fit and as permissible by the law.

**RESOLVED FURTHER THAT** the Company and / or any agency or body authorized by the Company may issue Securities mentioned herein above representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability of free transferability thereof as per the prevailing practices and regulations in the capital markets both Indian and International.

**RESOLVED FURTHER THAT** the Securities issued in International offering shall be deemed to have been made abroad in the markets and / or in the place of issue of the Securities in International markets and shall be governed by English or American law or any other law as may be decided by the Board as the case may be.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize the mode and the terms of issue and allot such number of Securities as may be issued and allotted upon conversion of any Securities referred to in the paragraph(s) above as may be necessary in accordance with the terms of offering and all such shares shall rank paripassu with the then existing Equity Shares of the Company in all respects, excepting such rights on dividend and / or any other clause as may be provided under the terms of issue and in the offer document.

**RESOLVED FURTHER THAT** the board be and is hereby authorized to form a committee or delegate all or any of its power to any Director(s) or committee of Directors/ Company Secretary/ other person authorized by the board to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** without prejudice to the generality of the foregoing, issue of the securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of securities of this nature."

**By Order of the Board of Directors  
For VivimedLabs Limited**

**K.Yugandhar  
Company Secretary**

**Hyderabad, 12<sup>th</sup> January, 2017**



## NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolutions at Item No. 1,2 and 3 above, is appended herein below along with the Form for your consideration.
2. The notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, February 3, 2017.
3. Voting period commences on and from 9.00 a.m. (IST) Friday, February 10, 2017 and ends at 5.00 p.m. (IST) on Saturday, March 11, 2017.
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, notice of postal ballot is being sent by registered post/courier/electronically by email to those Shareholders who have registered their email-id with the Company/ Depositories alongwith Form. Share holders who wish to vote through Form can download the from the link [www.aarthiconsultantats.com](http://www.aarthiconsultantats.com) or seek duplicate Form from M/s Aarthi Consultants Private Limited, Unit: Vivimed Labs Ltd, 1-2-285, Domalguda, Hyderabad-500029, fill in the details and send the same to the Scrutinizer.
5. We are pleased to offer e-voting facility as an alternate to the Shareholders who wish to cast their votes electronically instead of sending physical Forms. E-voting is optional. Please read and follow the e- voting instructions printed here in below.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders on the cut off date, i.e. on Friday, February 3, 2017.
7. The date of declaration of results of the postal ballot, i.e. March 13, 2017, shall be the date on which the resolutions would be deemed to have been passed, if approved by requisite majority.
8. Shareholders desiring to exercise vote by postal ballot are requested to carefully read the instructions printed in the Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than 5.00 p.m. on March 11, 2017.
9. The postage cost will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted. Assent / Dissent received after March 11, 2017 would be strictly treated as if reply from the Shareholder has not been received.
10. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of notice and Form to the Share holders will be published in atleast one English language and one vernacular language newspaper.
11. The Scrutinizer will submit this report to the Chairman or Managing Director or Company Secretary of the Company after completion of the scrutiny of the Forms and the result of the postal ballot will be announced on March 13, 2017 at the Registered/Corporate Office of the Company. The result of the postal ballot along with the Scrutinizer's report will also be displayed on the Company's website: [www.vivimedlabs.com](http://www.vivimedlabs.com) and website of the CDSL and on BSE Limited & NSE.
12. In case of any queries, Shareholders may contact the Company's Registrar M/s Aarthi Consultants Pvt Ltd, Unit: Vivimed Labs Ltd, 1-2-285, Domalguda, Hyderabad-500029, EMAIL: [info@arthiconsultants.com](mailto:info@arthiconsultants.com).
13. E-voting Instructions:

### **The instructions for Shareholders voting electronically are as under:**

- i. The voting period begins on the Friday, February 10, 2017 at 9.00 a.m. (IST) and ends on the Saturday, March 11, 2017 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 of 3<sup>rd</sup> February, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Shareholders should log on to the e-voting website: '[www.evotingindia.com](http://www.evotingindia.com)'
- iii. Click on Shareholders.
- iv. Now Enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DPID followed by 8 Digits Client ID,
  - c. 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 demat 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>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of "0"s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	<p>Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

x. For Members 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 EVSN for the Company Name on which you choose to vote.

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 details.

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.

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 Demat account holder has forgotten the same 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. Note for Non – Individual Shareholders and Custodians**

- Non-Individual Shareholder (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## 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 12<sup>th</sup> January, 2017, 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 Chapter VII of the SEBI (ICDR) Regulations, 2009. The preferential issue would comprise of upto 65,00,000 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 65,00,000 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) Duranta Power Projects Private Limited (3) Duranta Infrastructure Private Limited and (4) Purmandla Mahender Reddy 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 control the Proposed Allottee	Present holding if any	% of pre issue capital	No of warrants/ equity shares to be issued	% of post issue capital (approx.)
1	BBR Fine Chemicals Private Limited	Mr. Phanindernath. P & Mr. Paritosh Varalwar	Nil	Nil	30,00,000	3.2
2	Duranta Power Projects Private Limited	Mr. Bogha Ravi Kumar & Mr. G.V.L.N. Raju	Nil	Nil	10,00,000	1.07
3	Duranta Infrastructure Private Limited	Mr. Bogha Ravi Kumar & Mr. G.V.L.N. Raju	Nil	Nil	15,00,000	1.6
4	Purmandla Mahender Reddy	Purmandla Mahender Reddy	Nil	Nil	10,00,000	1.07

**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 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, February 11, 2017 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. P.Murali & 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 02.00 p.m. to 5.00 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 shareholders as a Special Resolution.

The Board at its meeting held on 12<sup>th</sup> January 2017 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 anyway, 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 12<sup>th</sup> January, 2017, 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 60,00,000 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 acquisitions and general corporate purpose. This will also improve Company's debt-equity ratio. It is therefore proposed to issue and offer upto 60,00,000 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) Svava Securities LLP (3) D.Rajendra Kumar 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 .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 Warrants / 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	3.2
2	Svava Securities LLP	Saurabh Gurnurkar & Radhika Mohan Joshi	105,000*	0.13	20,00,000	2.25
3.	D.Rajendra Kumar	D.Rajendra Kumar	500000	0.62	10,00,000	1.6



\*Held by Mr Saurabh Gurnurkar

**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, February 11, 2017 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. P.Murali & 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 02.00 p.m. to 5.00 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 12<sup>th</sup> January 2017 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 -: MATERIAL FACTS RELATING TO THE ISSUE OF FCCB/ADR/GDR etc.,**

The Company vide postal Ballot held on 9<sup>th</sup> February, 2015, passed the special resolution by Members and Members had accorded their approval for raising capital not exceeding by issue of 100,00,000 equity shares of Rs.10/- each with an intention is to (a) increase the public shareholding of the Company by way of infusion of fresh equity; and (b) raise additional capital 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.

None of the Directors, Key Managerial Personnel (KMPs) or their relatives are interested or concerned in the said Resolution except to the extent to which they hold securities and / or may subscribe to the Securities, if any, as the case may be.

The Board recommends the Special Resolution as set out at Item number 3 of the accompanying Notice for approval of the members.

**By Order of the Board of Directors  
For VivimedLabs Limited**

K.Yugandhar  
Company Secretary

Hyderabad, 12<sup>th</sup> January , 2017



# 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)	30159210	37.22	36159210	38.67
<b>Sub- Total (A) (1)</b>	30159210	37.22	36159210	38.67
2.Foreign	-	-	-	-
Individuals(NRI's/Foreign individuals) (including Persons Foreign Body Corporate	-	-	-	-
<b>Sub- Total (A) (2)</b>	-	-	-	-
<b>Total Shareholding of Promoter &amp; Promoter Group(A)=(A)(1) + (A)(2)</b>	30159210	37.22	36159210	38.67
(B) Public Share Holdings	-	-	-	-
1.Institutions	-	-	-	-
Financial institutions/Banks	2720977	3.36	2720977	2.90
FIs	-	-	-	-
<b>Sub- Total (B) (1)</b>	2720977	3.36	2720977	2.90
<b>2. Non-Institutions</b>				
Foreign Nationals	1369840	1.69	1369840	1.46
Foreign Bodies Corporate	11702939	14.44	11702939	12.52
Individuals	-	-	-	-
Individual shareholders holding nominal share capital up to Rs.2 lakhs	14836941	18.31	14836941	15.87
Shareholders holding nominal share capital in excess of Rs. 2 Lakh	9221468	11.38	9221468	9.86
Any Other (specify)-NRI	3471403	4.28	4471403	4.78
Clearing Member	1760368	2.17	1760368	1.88
Bodies Corporate	5762269	7.12	11262269	12.04
NBFC's registered with RBI	12500	0.02	12500	0.02
Trust	1000	0.001	1000	0.00
<b>Sub- Total (B) (2)</b>	48138728	59.42	54638728	58.43
<b>(B)-Total Public Shareholding (B)=(B)(1) + (B) (2)</b>	50859705	62.78	57359705	61.33
<b>GRAND TOTAL (A+B)</b>	<b>81018915</b>	<b>100.00</b>	<b>93518915</b>	<b>100.00</b>

### Note:

The pre-issue shareholding pattern has been prepared based on the shareholding pattern of the Company as on 31<sup>st</sup> December, 2016 (Mr.SaurabhGurnurkar and Mr. D.Rajendra Kumar's Pre issue shares has been added to promoter group shareholding in Pre and Post Issue shareholding pattern).The % of post issue capital is arrived after considering the proposed allotment of Share Warrants.



## VIVIMED LABS LIMITED

[CIN: L02411KA1988PLC009465]

Regd. Office: 78/A, Kolhar Industrial Area, Bidar – 585403, Karnataka  
Email: Yugandhar.Kopparthi@vivimedlabs.com, Website: Vivimedlabs.com,  
Tel: Tel: 08482 - 232045, Fax: 08482 - 232436

### POSTAL BALLOT FORM

Sr. No.

1. Name and Registered address of sole/  
first named Shareholder (in block letters) :
2. Names of joint holder(s), if any,  
(in block letters) :
3. Registered Folio No.  
[Applicable to Shareholders holding  
Equity shares in physical form] :  
  
DP ID no. & Client ID No. :  
[Applicable to shareholders holding  
equity shares in dematerialised form]
4. Number of equity shares held :

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot by conveying my / our assent or dissent to the said Special Resolutions by placing the (✓) mark at the appropriate box below:

Resolution (Item ) No.	Description	No. of Equity Shares held	Mark (✓) for voting		
			Assent	Dissent	Abstain
1	To issue Convertible Warrants to Non-Promoter(s)/Non-Promoter Group of the Company on preferential basis.				
2	To issue Convertible Warrants to Promoter(s)/Promoter Group of the Company on preferential basis.				
3	To issue FCCB/ADR/GDR etc.				

Place : .....

Date : .....

Signature of the Shareholder

(As per specimen signature registered with Registrar and Share Transfer Agent)

**Note:** Please read the instructions overleaf carefully before exercising the vote.



**Please read the following instructions carefully:**

1. All Shareholders desiring to exercise his / her vote by postal ballot should complete this Form and send it to the Scrutinizer Mr.N V S S S Rao , Practising Company Secretary, C/o.Vivimed Labs Ltd ,Veernag Towers,Hubsiguda,Hyderabad-500007 in the enclosed postage prepaid self-addressed envelope. Form deposited in person or sent by post or courier at the expense of the Member will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Form is dispatched to the Scrutinizer.
2. A Shareholder may convey his / her / its assent / dissent / abstain in the Form. The assent or dissent received in any other form shall not be considered valid. The consent of the Shareholder must be accorded by placing a tick mark (✓) in the appropriate column.
3. The Company has appointed Mr.Manohar Rao V, Whole Time Director, Mr.Santosh Varalwar, Managing Director and Mr. K.Yugandhar, Company Secretary as the persons responsible for the entire postal ballot voting process.
4. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
5. The signature of the Member on this Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company / R & T Agent in respect of shares held in dematerialised form or in physical form, respectively.
6. The self addressed pre-paid envelope bears name and address of the Scrutinizer appointed by the Board of the Company.
7. Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
8. A member seeking duplicate Form or having any grievance pertaining to the postal ballot process can write to the Company's Registrars M/s AarthiConsultant Pvt Ltd , Unit: Vivimed Labs Ltd 1-2-285, Domalguda, Hyderabad – 500029, EMAIL:info@aarthiconsultants.com
9. This form should be completed and signed by the Shareholder as per the specimen signature registered with the Company / R & T Agent. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder. Unsigned, incomplete or incorrectly ticked Form shall be rejected.
10. The postal ballot shall not be exercised by a proxy.
11. The Form duly completed should reach the Scrutinizer not later than 5.00 p.m. (IST) on the Saturday, the 11<sup>th</sup>Day of March , 2017. Form received after this date will be treated as if the reply from the Shareholder has not been received.
12. Shareholders are requested not to send any other paper along with the Form in the enclosed pre-paid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. There will be one Form for every Folio / Client ID irrespective of the number of joint holders.
14. The results of the postal ballot will be declared on the Monday, 13<sup>th</sup> day of March 2017 at the Registered/ Corporate office of the Company.