



**Vivimed**

**Date: 21<sup>st</sup> January, 2016**

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 11/01/2016, 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 decided January 8, 2016 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 25<sup>th</sup> of January , 2016 at 9.00 a.m. (IST) and ends on the 23<sup>rd</sup> of February, 2016 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 08/01/2016, may cast their vote through postal ballot/e-voting.

You are requested to take note of the above.

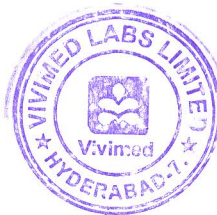
Thanking you

**Yours Truly,**

**For Vivimed Labs Limited**

**K. Yugandhar**

**Company Secretary**



**Vivimed Labs Ltd (Head Office)**

CIN : L02411KA1988PLC009465

Veernag Towers, Habsiguda, Hyderabad, T.S. 500 007, India

**T** +91 (0) 40-2717 6005/6 **F** +91 (0) 40-2715 0599

info@vivimedlabs.com www.vivimedlabs.com



Vivimed

## VIVIMED LABS LIMITED

[CIN: L02411KA1988PLC009465]

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

### 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 Tuesday, the 23<sup>rd</sup> Day of February, 2016. 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 Thursday, 25<sup>th</sup> day of February 2016 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](http://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. Sub-Division of 1 (One) Equity Share of face value of Rs.10/- each into 5 (Five) Equity Shares of Rs.2/- Each.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), the consent of the members is hereby accorded for subdivision of one equity share of the Company having a face value of Rs.10/- (Rupees ten only) each fully paid-up into 5 (Five) equity shares of the face value of Rs.2/- (Rupees Two only) each fully paid-up.

**RESOLVED FURTHER THAT** on sub-division, 5 (Five) Equity Shares of face value of Rs.2/- each be allotted in lieu of existing 1 (one) Equity Share of Rs.10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of Rs.10/- each of the Company and shall be entitled to participate in full in dividends to be declared after the sub- divided Equity Shares are allotted.

**RESOLVED FURTHER THAT** on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s), subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialised form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to make appropriate adjustments due to the sub-division of Equity Shares as aforesaid, to share warrants, to stock options which have been granted to employees of the Company under its Employee Stock Option Schemes, and any amendments thereto from time to time, such that the exercise price for all employee stock options which are outstanding as on the Record Date (vested and unvested options including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of stock options which are available for grant and those already granted but not exercised as on Record Date shall be appropriately adjusted.



**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**Item No.2. Alteration of Capital Clause of Memorandum of Association:**

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

"RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, and the rules made there under and subject to such other approval(s) from the concerned Statutory Authority(ies), Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following clause:-

**Clause V:**

" The Authorised Share Capital of the Company is Rs.111,00,00,000/- (Rupees One Hundred Eleven Crores only) divided into 20,00,00,000 (Twenty crores) Equity Shares of Rs.2/- (Rupees Two Only) each, and 710,000 (Seven Lakh Ten Thousand only) Preference Shares of the Company with a par value of Rs.1,000/- (Rupees One Thousand only) each, all of which share capital shall be capable of being increased or reduced in accordance with Company's regulations and legislative provisions for the time being in force in that behalf, with power to divide the shares in the capital for the time being into equity share capital and preference share capital, to attach thereto respectively any preferential, qualified, deferred or special rights, privileges or conditions and to vary, modify or abrogate any rights, privileges or conditions."

**RESOLVED FURTHER THAT** the Board of Directors (which expression shall also include a Committee thereof) of the Company be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) or the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**Item No.3.Alteration of the Articles of Association of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), in Article 2 of the Articles of Association, in the Interpretation clause defining "equity shares" shall be deleted and Article 3 of the Articles of Association of the Company be altered and is hereby by substituting with the following:

"3. The Authorised Share Capital of the Company is Rs.111,00,00,000/- (Rupees One Hundred Eleven Crores only) divided into 20,00,00,000 (Twenty crores) Equity Shares of Rs.2/- (Rupees Two Only) each, and 710,000 (Seven Lakh Ten Thousand only) Preference Shares of the Company with a par value of Rs.1,000/- (Rupees One Thousand only) each, all of which share capital shall be capable of being increased or reduced in accordance with Company's regulations and legislative provisions for the time being in force in that behalf, with power to divide the shares in the capital for the time being into equity share capital and preference share capital, to attach thereto respectively any preferential, qualified, deferred or special rights, privileges or conditions and to vary, modify or abrogate any rights, privileges or conditions."

**RESOLVED FURTHER THAT** the Board of Directors (which expression shall also include a Committee thereof) of the Company be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) or the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

By Order of the Board  
For VIVIMED LABS LIMITED

Sd/-

K.YUGANDHAR  
(COMPANY SECRETARY)

DATE : 11.01.2016  
PLACE : HYDERABAD

**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, January 8<sup>th</sup>, 2016.
3. Voting period commences on and from 9.00 a.m. (IST) Monday, January 25<sup>th</sup>, 2016 and ends at 5.00 p.m. (IST) on Tuesday, February 23<sup>rd</sup>, 2016.
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 along with Form. Shareholders 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 Consultant 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 herein 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. Friday, January 8<sup>th</sup>, 2016.
7. The date of declaration of results of the postal ballot, i.e. February 25<sup>th</sup>, 2016, 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 February 23<sup>rd</sup>, 2016.
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 February 23<sup>rd</sup>, 2016 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 Shareholders will be published in at least one English language and one vernacular language newspaper.
11. The Scrutinizer will submit his 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 February 25<sup>th</sup>, 2016 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 Consultant 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 25<sup>th</sup> of January, 2016 at 9.00 a.m. (IST) and ends on the 23<sup>rd</sup> of February, 2016 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 8<sup>th</sup> January, 2016, 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 DP ID 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>	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.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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)

- 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, 2 & 3**

The Equity Shares of the Company are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). With a view to broad base the investor base by encouraging the participation of the small investors and also to increase the liquidity of equity shares of the Company, the Board of Directors at its meeting held on 11<sup>th</sup> January, 2016 have approved the sub-division of each equity share of face value of Rs.10/- (Rupees Ten only) of the Company into 5 (five) equity shares of face value Rs.2/- (Rupees Two only) each, subject to approval of members. The Company is seeking approval of the members through Postal Ballot for sub-division of equity shares of the Company.

Accordingly, equity share of nominal value Rs.10/- (Rupees Ten only) of the Company on the Record Date shall stand sub-divided into 5 (Five) equity shares of nominal value Rs.2/- (Rupees Two only) each.

The Record Date for the aforesaid sub-division of the equity shares will be fixed by the Board of Directors or Committee thereof after the approval of the shareholders is obtained, pursuant to this Postal Ballot.

At present, the Authorized Share Capital of the Company is Rs.111,00,00,000/- (Rupees One Hundred Eleven Crores only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and 710,000 (Seven Lakh Ten Thousand only) Preference Shares of the Company with a par value of Rs.1,000/- (Rupees One Thousand only) each, all of which share capital shall be capable of being increased or reduced in accordance with Company's regulations and legislative provisions for the time being in force in that behalf, with power to divide the shares in the capital for the time being into equity share capital and preference share capital, to attach thereto respectively any preferential, qualified, deferred or special rights, privileges or conditions and to vary, modify or abrogate any rights, privileges or conditions."

The proposed sub-division of equity shares of the Company from Rs.10/- (Rupees Ten only) per equity share to Rs.2/- (Rupees Two only) per equity share, requires amendment to the Memorandum and Articles of Association of the Company. Accordingly, Clause V of the Memorandum of Association and Article 2 (in the Interpretation clause defining "equity shares" shall be deleted), 3 of Articles of Association are proposed to be altered in the manner set out in Resolutions at Item No. 2&3, to reflect the alteration in the authorized share capital of the Company, i.e. from Rs.111,00,00,000/- (Rupees One Hundred Eleven Crores only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and 710,000 (Seven Lakh Ten Thousand only) Preference Shares of the Company with a par value of Rs.1,000/- (Rupees One Thousand only) each to Rs.111,00,00,000/- (Rupees One Hundred Eleven Crores only) comprising 20,00,00,000 (Twenty crores) Equity Shares of Rs.2/- (Rupees Two Only) and 710,000 (Seven Lakh Ten Thousand only) Preference Shares of the Company with a par value of Rs.1,000/- (Rupees One Thousand only) each.

The resolutions as set out in Item No. 2&3 of the notice for altering Clause V of the Memorandum of Association and Article 2 (in the Interpretation clause defining "equity shares" shall be deleted), 3 of Articles of Association of the Company to reflect the corresponding changes in the Capital Clause of the Memorandum of Association of the Company, consequent to the proposed Sub- Division of each Equity Share of Rs.10/- (Rupees Ten only) into 5 (five) Equity Shares of Rs.2/- (Rupees Two only) each.



Accordingly, the Board seeks approval of the Members for Resolutions at Item Nos. 1,2 and 3 for the proposed sub-division of each Equity Share of nominal value of Rs.10/- (Rupees Ten only) of the Company into 5 (five) Equity Shares of Rs.2/- (Rupees Two only) each and the consequent amendments to Clause V of the Memorandum of Association and Article 2,3 of Articles of Association of the Company.

The Board is of the opinion that the aforesaid sub-division of the nominal value of equity shares is in the best interest of the members and hence commends passing of the Resolutions at Items Nos. 1, 2 and 3 through Postal Ballot.

A copy of the Memorandum of Association and Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company during working hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the Postal Ballot.

The Directors, the Chief Financial Officer and Company Secretary, being the Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the resolutions at Item Nos. 1,2 and 3 only to the extent of shares held by them, if any, in the Company.

Your approval is sought by voting through Postal Ballot or through e-voting, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolutions under Item No. 1,2 and 3 as set out in this Notice.

By Order of the Board of Directors  
For VIVIMED LABS LIMITED

**Registered Office:**

78/A, Kolhar Industrial Area,  
Bidar – 585403, Karnataka

Sd/-

Kopparthi Yugandhar  
Company Secretary

Date :11<sup>th</sup> January , 2016

Place : Hyderabad



Vivimed

## VIVIMED LABS LIMITED

[CIN: L02411KA1988PLC009465]

Regd. Office: 78/A, Kolhar Industrial Area, Bidar – 585403, Karnataka  
Email: Yugandhar.Kopparthi@vivimedlabs.com, Website: vivimedlabs.com,  
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	Sub-Division of 1 (One) Equity Share of face value of Rs.10/- each into 5 (Five) Equity Shares of Rs.2/- Each.				
2	Alteration of Capital Clause of Memo- randum of Association.				
3	Alteration of the Articles of Association of the Company.				

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, MD&CEO 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. Aarthi consultant 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 23<sup>rd</sup> day of February, 2016. 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 25<sup>th</sup> Day of February, 2016 at the Registered / Corporate office of the Company.

**For VIVIMED LABS LTD.**

  
Company Secretary