



Vivimed

The General Manager,
Listing Department,
The Bombay Stock Exchange of India Ltd.
Pheroze Jeejeebhoy Towers, Dalal Street
Mumbai – 400 001
Fax No. 022-22723132/2082

Dear Sirs,

Ref: Clause 24 (f) of the Listing Agreement

Sub: Scheme of Amalgamation between CreativeHealth Care Private Limited and Octtantis Nobel Labs Private Limited and Klar Sehen Private Limited and Vivimed Labs (Alathur) Private Limited and **Vivimed Labs Limited and their respective shareholders**

As informed to the Exchange vide our letter dated 14 August, 2014, the Board of Directors of Vivimed Labs Limited ("Transferee Company" or "Vivimed Labs") has approved the merger of CreativeHealth Care Private Limited ("Creative Health" or "Transferor Company 1"), Octtantis Nobel Labs Private Limited ("Octtantis" or "Transferor Company 2"), Klar Sehen Private Limited ("Klar Sehen" or "Transferor Company 3") and Vivimed Labs (Alathur) Private Limited ("Vivimed Alathur" or "Transferor Company 4") with Vivimed Labs. All Transferor Companies collectively referred as Transferor Companies herein.

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



In this regard, we hereby submit the following information to the stock exchange pursuant to Clause 24(f) of the Listing Agreement:

1. Background and Rational of the Scheme:

Vivimed Labs, a company incorporated in Bidar, Karnataka is engaged in the business of processing of specialty chemicals and pharmaceuticals. The equity shares of the Company are presently listed on the Bombay Stock Exchange and the National Stock Exchange.

Transferor Company 1, a company registered with Registrar of Companies, Mumbai, Maharashtra is engaged in the business of Manufacturing of chemicals and pharmaceuticals.

Transferor Company 2, a company registered with Registrar of Companies, Hyderabad, Telangana is engaged in the business of Manufacturing of chemicals and pharmaceuticals. Transferor Company 2 is in the process of shifting its registered office to plot no. 78-a, kolhar industrial area, Bidar, Karnataka. 585403.

Transferor Company 3, a company registered with Registrar of Companies, Kolkata, West Bengal is engaged in the business of Manufacturing of chemicals and pharmaceuticals. Transferor Company 3 is in the process of shifting its registered office to plot no. 78-a, kolhar industrial area, Bidar, Karnataka. 585403.

Transferor Company 4, a company registered with Registrar of Companies, Kolkata, West Bengal is engaged in the business of manufacturing of pharmaceutical products and has a Solid Oral Dosages.

All the Transferor Companies are wholly owned subsidiaries of Vivimed Labs.

Brief particulars of the Transferor Companies and the Transferee Company is enclosed in **Annexure 1**



The Board of Directors of Vivimed Labs, in their meeting held on 13 August, 2014 resolved to strengthen its foothold in pharmaceutical segment on standalone basis and to benefit from the operational synergies, merging the Transferor Companies with itself.

Potential Benefits that would accrue post the Acquisition:

- The Transferor Companies' capabilities, product portfolio and pipeline complement the Transferee Company's existing business. The amalgamation will strengthen the foothold of the Transferee Company in the Pharmaceutical segment. The expanded manufacturing capacity will allow the Transferee Company to increase its operational capacity and product portfolio.
- Greater integration, financial strength and flexibility for the Transferee Company, which will improve the financial position of the Transferee Company on a standalone basis.
- Greater efficiency in cash management of the Transferee Company, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to further improve shareholder's value.
- Greater financial flexibility to execute on other opportunities to accelerate the Transferee Company's long-term growth targets.
- Improved organizational capability and leadership, arising from the pooling of human capital that has the diverse skills, talent and vast experience to compete successfully in an increasingly regulated and competitive industry.
- Benefit of operational synergies to the combined entity in areas such as raw material sourcing, product placement, marketing and sale promotions initiatives, freight optimization and logistics.
- Greater leverage in operations planning and process optimization and enhanced flexibility in product offerings.
- Cost savings are expected to flow from more focused operational efforts, rationalization, standardisation and simplification of business processes, productivity improvements, improved procurement, usage of common



resource pool like human resource, administration, finance, accounts, legal, technology and other related functions, leading to elimination of duplication and rationalization of administrative expenses.

2. Certified true copy of Board resolution:

Certified True Copy of the resolutions passed by the Board of Directors of Vivimed Labs and CreativeHealth, Octtantis, Klar Sehen and Vivimed Alathur are enclosed herewith in **Annexure 2.1, 2.2, 2.3, 2.4 and 2.5**

3. Certified true copy of Scheme:

Certified draft copy of the Scheme of Amalgamation is enclosed in **Annexure 3**

4. Audit Committee Report

Report of the Audit Committee recommending the Draft Scheme is enclosed as **Annexure 4**

5. Valuation report and Fairness Opinion:

As the Transferor Companies are wholly owned subsidiaries of Vivimed Labs Limited, no additional shares are proposed to be issued on the merger.

6. Shareholding Pattern:

Shareholding pattern of Vivimed Labs and Transferor Companies pre Amalgamation (as per amended Clause 35 of the Listing Agreement) and Shareholding pattern of Vivimed Labs post Amalgamation are enclosed in **Annexure 5.1, 5.2, 5.3, 5.4 and 5.5**

7. Net worth Certificate:

Provisional Net worth Certificates of Transferor Companies and Transferee Company pre and post scheme are enclosed in **Annexure 6**

8. Capital evolution details:

Capital evolution details of Transferor Companies and Transferee Company are enclosed in **Annexure 7.1, 7.2, 7.3, 7.4 and 7.5**



9. Confirmation / undertaking by the Company Secretary under clauses 24(f), 24(g) of the Listing Agreement

The confirmation/ undertaking of the Company Secretary of the Company in accordance with clauses 24 (f) and 24(g), of the Listing Agreement and Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 is enclosed as **Annexure 8 and 9**

10. Compliance Report and Complaint under Clause 49

Compliance Report as per Clause 49 of the Listing Agreement and Complaint Report is enclosed as **Annexure 10 and 11**

11. Annual Reports:

Annual Reports of Transferor Companies and Transferee Company for the last three years are enclosed in **Annexure 12.1 to 12.5**

12. Memorandum and Articles of Association:

Copies of the Memorandum and Articles of Association of the Transferor Companies and Transferee Company are enclosed in **Annexure 13.1 to 13.5**

13. Auditors Certificate

As required under the Listing Agreement, Certificate from the Auditors of the Transferee Company on the Accounting Treatment in the Scheme and for non-applicability clause 5.16(a) of Circular No. CIR/CFD/DIL/5/2013 dated 4th February 2013 read with the clarifications issued by SEBI vide Circular No. CIR/CFD/ DIL/8/2013 dated 21st May, 2013. is enclosed in **Annexure 14 & 15.**

14. Details of Audited Financials:

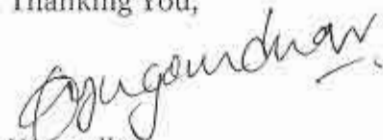
Details of audited financials for the last three years for Transferor Companies and Transferee Company is enclosed in **Annexure 16.1 to 16.5**



application.

We request you to take the above on record and approve the Scheme of Amalgamation at the earliest. If you require any further clarifications / information, we would be happy to provide the same.

Thanking You,


Yugandhar

Company Secretary
Vivimed Labs Limited

Date: 10/11/2014

Place : Hyderabad



Encl: As above

Brief particulars of the Transferee and Transferee Companies

Particulars	Transferee/ Resulting Company	Creative HealthCare Private Limited	Oestastis Nobel Labs Private Limited	Klar Sehen Private Limited	Vivimed Labs (Abthure) Private Limited
Name of the company	Vivimed Labs Limited	Creative HealthCare Private Limited	Oestastis Nobel Labs Private Limited	Klar Sehen Private Limited	Vivimed Labs (Abthure) Private Limited
Date of incorporation & details of name changes, if any	12 September, 1989	8 July, 2008	13 April, 2014	11 August, 1997	29-11-2008. The company has changed its name from Activis Pharma Pvt Ltd to Vivimed Labs (Abthure) Pvt Ltd with effect from 29/08/2013
Registered Office	Plot No. 79-A, Kothur Industrial Area, Bidar Karnataka-585403	120 Shama Industrial Estate, 1st Floor, 1.B Plot Marg, Goregaon East, Mumbai - 400063	Plot No. 102A & 102B, Sy No. 1027, Khamatpur, H. Todi, Dist. Maharashtra, Hyderabad - 500081. The Company is in the process of shifting its registered office to Plot No. 79-A, Kothur Industrial Area, Bidar, Karnataka-585403	64 N.S.C. Road, 4th Floor, Kothur - 500040. The Company is in the process of shifting its registered office to Plot No. 79-A, Kothur Industrial Area, Bidar, Karnataka-585403	120 Shama Industrial Estate, 1st Floor, 1.B Plot Marg, Goregaon East, Mumbai - 400063
Brief particulars of the scheme	<ul style="list-style-type: none">The Scheme provides for amalgamation of Creative HealthCare Private Limited, Oestastis Nobel Labs Private Limited, Klar Sehen Private Limited and Vivimed Labs (Abthure) Private Limited with the CompanyThe Appointed Date for the Scheme is fixed as 1st April, 2014The Scheme provides for transfer of assets and liabilities pertaining to the Transferee Companies at fair value from the Appointed DatePurchase Method of Accounting as per AS-14 shall be followed for the purpose of amalgamationUpon the Scheme becoming effective investments in Transferee Companies held by the Company shall get cancelledUpon the Scheme coming into effect, the Transferee Companies will be dissolved without being wound up	<ul style="list-style-type: none">The Scheme provides for amalgamation of Creative HealthCare Private Limited, Oestastis Nobel Labs Private Limited, Klar Sehen Private Limited and Vivimed Labs (Abthure) Private Limited with Vivimed Labs LimitedThe Appointed Date for the Scheme is fixed as 1st April, 2014The Scheme provides for transfer of assets and liabilities pertaining to the Transferee Companies at fair value from the Appointed Date to the Transferee CompanyPurchase Method of Accounting as per AS-14 shall be followed for the purpose of amalgamationUpon the Scheme becoming effective investments in Transferee Companies held by the Transferee Company shall get cancelledUpon the Scheme coming into effect, the Transferee Companies will be dissolved without being wound up	<ul style="list-style-type: none">The Scheme provides for amalgamation of Creative HealthCare Private Limited, Oestastis Nobel Labs Private Limited, Klar Sehen Private Limited and Vivimed Labs (Abthure) Private Limited with Vivimed Labs LimitedThe Appointed Date for the Scheme is fixed as 1st April, 2014The Scheme provides for transfer of assets and liabilities pertaining to the Transferee Companies at fair value from the Appointed Date to the Transferee CompanyPurchase Method of Accounting as per AS-14 shall be followed for the purpose of amalgamationUpon the Scheme becoming effective investments in Transferee Companies held by the Transferee Company shall get cancelledUpon the Scheme coming into effect, the Transferee Companies will be dissolved without being wound up	<ul style="list-style-type: none">The Scheme provides for amalgamation of Creative HealthCare Private Limited, Oestastis Nobel Labs Private Limited, Klar Sehen Private Limited and Vivimed Labs (Abthure) Private Limited with Vivimed Labs LimitedThe Appointed Date for the Scheme is fixed as 1st April, 2014The Scheme provides for transfer of assets and liabilities pertaining to the Transferee Companies at fair value from the Appointed Date to the Transferee CompanyPurchase Method of Accounting as per AS-14 shall be followed for the purpose of amalgamationUpon the Scheme becoming effective investments in Transferee Companies held by the Transferee Company shall get cancelledUpon the Scheme coming into effect, the Transferee Companies will be dissolved without being wound up	<ul style="list-style-type: none">The Scheme provides for amalgamation of Creative HealthCare Private Limited, Oestastis Nobel Labs Private Limited, Klar Sehen Private Limited and Vivimed Labs (Abthure) Private Limited with Vivimed Labs LimitedThe Appointed Date for the Scheme is fixed as 1st April, 2014The Scheme provides for transfer of assets and liabilities pertaining to the Transferee Companies at fair value from the Appointed Date to the Transferee CompanyPurchase Method of Accounting as per AS-14 shall be followed for the purpose of amalgamationUpon the Scheme becoming effective investments in Transferee Companies held by the Transferee Company shall get cancelledUpon the Scheme coming into effect, the Transferee Companies will be dissolved without being wound up
Benefit of operational and business synergies, improving the financial position of the company on a stand-alone basis, facilities, in cash managements, focused leadership, cost savings etc.					
Resolution for the scheme	13 August, 2014	12 August, 2014	13 August, 2014	13 August, 2014	13 August, 2014
Date of resolution passed by the Board of Directors of the company approving the scheme	13 August, 2014	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Law of meeting of the Audit Committee in which the draft scheme has been approved	1 April, 2014	1 April, 2014	1 April, 2014	1 April, 2014	1 April, 2014
Approved Date	1 April, 2014	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Name of Exchanges where securities of the company are listed	Bombay Stock Exchange, National Stock Exchange	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Nature of Business	Manufacture of Pharmaceuticals and chemicals	Manufacture of Pharmaceuticals and chemicals	Manufacture of Pharmaceuticals and chemicals	Manufacture of Pharmaceuticals and chemicals	Manufacture of Pharmaceuticals and chemicals



[Handwritten signature]

No. of shares to be issued	Not Applicable, since the Transferred Companies are wholly owned subsidiaries of the Transferor Company, no shares are being issued in merger	Not Applicable, since the Transferred Companies are wholly owned subsidiaries of the Transferor Company, no shares are being issued in merger	Not Applicable, since the Transferred Companies are wholly owned subsidiaries of the Transferor Company, no shares are being issued in merger	Not Applicable, since the Transferred Companies are wholly owned subsidiaries of the Transferor Company, no shares are being issued in merger
Cancellation of shares on account of gross holding, if any	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Capital after the scheme	10,10,72,870.00	10,10,72,870.00	10,10,72,870.00	10,10,72,870.00
Net Worth	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Valuation by Independent Chartered Accountant - Name of the valuer/valuation firm and Report no.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Full value per share	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Overhang ratio	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Name of Merchant Banker giving financing option	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Shareholding pattern	Pre Post No. of Shares % of Holding	Pre Post No. of Shares % of Holding	Pre Post No. of Shares % of Holding	Pre Post No. of Shares % of Holding
Promoter	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Public	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Foreign	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total	Not Applicable	Not Applicable	Not Applicable	Not Applicable
No. of shareholders	7256	7256	7256	7256
Names of the Promoters	Refer Annexure 5	Refer Annexure 5	Refer Annexure 5	Refer Annexure 5
Names of the Board of Directors	DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA	DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA	DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA	DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA DR. ANAND K. VARMA
Details regarding change in management control, if any.	Not Applicable	Not Applicable	Not Applicable	Not Applicable



Extracts of the Minutes of Meeting of Board of Directors of Vivimed Labs Limited held on Tuesday , August 13, 2014 at 3.00 P.M. at R & D Centre of Vivimed Labs Ltd, Plot No.181,Sy.No.121/P, IDA Mallapur, Hyderabad -500076

Item No.18.Scheme of Amalgamation:

The Chairman informed the Board that the operations of Klar Sehen Private Limited, Octantis Nobel Labs Private Limited, Creative Health Care Private Limited and Vivimed Labs (Alathur) Private Limited, are proposed to be integrated with the Company , as part of the consolidation strategy of Indian businesses of Vivimed Group. The Board discussed the draft Scheme placed before them and the related issues that may arise in this regard before passing the following resolutions:

RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and/ or Sections 230 to 233 and other relevant provisions of the Companies Act, 2013, to the extent applicable and enabling provisions in the Company's Memorandum and Articles of Association and subject to the requisite approvals and subject to the sanction of the jurisdictional High Courts and other regulatory authorities, as applicable, and subject to all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, and subject to the approval of the shareholders and creditors of the Company (as applicable), the consent of the Board be and is hereby accorded to the Scheme of Amalgamation of Vivimed Labs Limited and Klar Sehen Private Limited and Octantis Nobel Labs Private Limited and Creative HealthCare Private Limited and Vivimed Labs (Alathur) Private Limited and their respective shareholders (hereinafter also referred to as "Scheme"). [A draft Scheme was presented at the meeting and was initialed by the Chairman of the meeting for the purposes of identification], which, *inter alia*, provides for the merger of Klar Sehen Private Limited, Octantis Nobel Labs Private Limited, Creative HealthCare Private Limited and Vivimed Labs (Alathur) Private Limited with the Company.



"RESOLVED FURTHER THAT Mr.Santosh Varalwar,MD&CEO,Dr.Manohar Rao Varalwar,Whole Time Director, and Mr.K.Yugandhar,Company Secretary, be and are hereby jointly and severally authorised to carry out or assent to any modifications/ amendments to the Scheme, or to any conditions or limitations that the jurisdictional High Court and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate.

"RESOLVED FURTHER THAT Mr.Santosh Varalwar,MD&CEO,Dr.Manohar Rao Varalwar,Whole Time Director, and Mr.K.Yugandhar,Company Secretary of the Company be and are hereby jointly and severally authorized to take all the necessary steps:

- a) For Signing and filing of application with the Hon'ble High Court, if required and holding/ seeking dispensation from holding meeting of the shareholders and the creditors of the Company, as may be required to give effect to the Scheme, and for issuing necessary notices for the meeting, if required;
- b) For conducting the meetings of the shareholders and/ or the creditors, signing and sending the notices and carry out all such other activities in relation to the meeting, if the Hon'ble High Court does not dispense the meetings;
- c) For signing and filing of petitions for sanction of the Scheme by the Hon'ble High Court or such other appropriate authority, if required;
- d) For the above purposes to engage advocates, and if considered necessary also engage services of counsel (s), Solicitors, Chartered Accountants and other professionals/consultants and declare and file all pleadings, reports and sign and issue public advertisements and notices;
- e) For obtaining approval from such other authorities and parties including the statutory authorities, shareholders, term loan lenders, financial institutions, income tax authorities as may be considered necessary, to the said Scheme;
- f) File necessary deeds, documents, papers and submit or cause to be submitted, necessary explanations, clarification and submissions before the Stock Exchanges, Securities Exchange Board of India, Regional Director, Registrar of Companies, Income Tax Authorities, Official Liquidator and other authorities, as and when required;



- g) To file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to sign and execute vakalatnama wherever necessary;
- h) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- i) To make any alterations/changes to the Scheme as may be expedient or necessary including satisfying the requirements or conditions imposed by the central Government or the jurisdiction High Courts which does not materially change the substance of the Scheme;
- j) To sign any electronic forms to be submitted/ filed / uploaded with any of the regulatory authorities and any other documents, relating to the Scheme; and
- k) To do all acts and things as may be considered necessary and expedient in relation thereto.

“RESOLVED FURTHER THAT Mr.Santosh Varalwar,MD&CEO,Dr.Manohar Rao Varalwar,Whole Time Director, and Mr.K.Yugandhar,Company Secretary of the Company be and are hereby jointly and severally authorized to sign all affidavits and other documents that may be necessary to convey the consent of the Company for dispensation with the holding of meeting of the shareholders, on behalf of the Company as the shareholder of the Transferor Companies for submission to Hon’ble High Court as applicable and take all steps that may be necessary and expedient in relation to the Scheme of Amalgamation”

“RESOLVED FURTHER THAT on the relevant provisions of The Companies Act, 2013, being notified, the expressions “High Court” in the aforesaid resolutions to the extent necessary be construed as the “National Company Law Tribunal”.



- g) To file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to sign and execute vakalatnama wherever necessary;
- h) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- i) To make any alterations/changes to the Scheme as may be expedient or necessary including satisfying the requirements or conditions imposed by the central Government or the jurisdiction High Courts which does not materially change the substance of the Scheme;
- j) To sign any electronic forms to be submitted/ filed / uploaded with any of the regulatory authorities and any other documents, relating to the Scheme; and
- k) To do all acts and things as may be considered necessary and expedient in relation thereto.

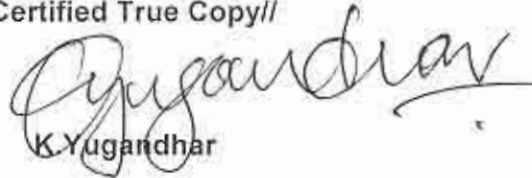
"RESOLVED FURTHER THAT Mr.Santosh Varalwar,MD&CEO,Dr.Manohar Rao Varalwar,Whole Time Director, and Mr.K.Yugandhar,Company Secretary of the Company be and are hereby jointly and severally authorized to sign all affidavits and other documents that may be necessary to convey the consent of the Company for dispensation with the holding of meeting of the shareholders, on behalf of the Company as the shareholder of the Transferor Companies for submission to Hon'ble High Court as applicable and take all steps that may be necessary and expedient in relation to the Scheme of Amalgamation"

"RESOLVED FURTHER THAT on the relevant provisions of The Companies Act, 2013, being notified, the expressions "High Court" in the aforesaid resolutions to the extent necessary be construed as the "National Company Law Tribunal"



"RESOLVED FURTHER THAT any Director and / or Company Secretary of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

//Certified True Copy//



K. Yugandhar
Company Secretary



CREATIVE HEALTH CARE PVT. LTD.

Factory : Plot No. 25, Kundeshwari Village, Kashipur, Udham Singh Nagar - 244 713, Uttaranchal.
Telefax : 05947-224278

Ref. No.: _____

Date : _____

EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF CREATIVE HEALTH CARE PRIVATE LIMITED HELD ON 13th August 2014, AT Hyderabad

SCHEME OF AMALGAMATION:

The Chairman informed the Board that the operations of the Company are proposed to be integrated with Vivimed Labs Limited, as part of the consolidation strategy of Indian businesses of Vivimed Group. The Board discussed the draft Scheme placed before them and the related issues that may arise in this regard before passing the following resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and/ or Sections 230 to 233 and other relevant provisions of the Companies Act, 2013, to the extent applicable and enabling provisions in the Company's Memorandum and Articles of Association and subject to the requisite approvals and subject to the sanction of the jurisdictional High Courts and other regulatory authorities, as applicable, and subject to all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, and subject to the approval of the shareholders and creditors of the Company (as applicable), the consent of the Board be and is hereby accorded to the Scheme of Amalgamation of Creative Health Care Private Limited and Octantis Nobel Labs Private Limited and Klar Sehen Private Limited and Actavis Pharma Manufacturing Private Limited and Vivimed Labs Limited and their respective shareholders (hereinafter also referred to as "Scheme"). [A draft Scheme was presented at the meeting and was initialed by the Chairman of the meeting for the purposes of identification], which, *inter alia*, provides for the merger of Klar Sehen Private Limited, Octantis Nobel Labs Private Limited, Creative HealthCare Private Limited and Vivimed Labs (Alathur) Private Limited with Vivimed Labs Limited.



RESOLVED FURTHER THAT the meeting(s) of the shareholders and creditors, if directed by the High Court of Mumbai, be convened on a day and at a time as directed by the Hon'ble High Court for the purpose of approving the Scheme.

RESOLVED FURTHER THAT Mr. Santosh Varalwar Director and *Dr. V. Manohar Rao Director* be and are hereby jointly and severally authorised to carry out or assent to any modifications/ amendments to the Scheme, or to any conditions or limitations that the jurisdictional High Court and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate.

RESOLVED FURTHER THAT Mr. Santosh Varalwar Director and *Dr. V. Manohar Rao Director* of the Company be and are hereby jointly and severally authorized to take all the necessary steps:

- w) For signing and filing of application with the Hon'ble High Court and holding/ seeking dispensation from holding meeting of the shareholders and the creditors of the Company, as may be required to give effect to the Scheme, and for issuing necessary notices for the meeting;
- x) For conducting the meetings of the shareholders and/ or the creditors, signing and sending the notices and carry out all such other activities in relation to the meeting, if the Hon'ble High Court does not dispense the meetings;
- y) For signing and filing of petitions for sanction of the Scheme by the Hon'ble High Court or such other appropriate authority;
- z) For the above purposes to engage advocates, and if considered necessary also engage services of counsel (s), Solicitors, Chartered Accountants and other professionals/ consultants and declare and file all pleadings, reports and sign and issue public advertisements and notices;
- aa) For obtaining approval from such other authorities and parties including the statutory authorities, shareholders, term loan lenders, financial institutions, income tax authorities as may be considered necessary, to the said Scheme;



- bb) File necessary deeds, documents, papers and submit or cause to be submitted, necessary explanations, clarification and submissions before the Regional Director, Company Law Board, Registrar of Companies, Income Tax Authorities, Official Liquidator and other authorities, as and when required;
- cc) To file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to sign and execute vakalatnama wherever necessary;
- dd) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- ee) To make any alterations/changes to the Scheme as may be expedient or necessary including satisfying the requirements or conditions imposed by the central Government or the jurisdiction High Courts which does not materially change the substance of the Scheme;
- ff) To sign any electronic forms to be submitted/ filed / uploaded with any of the regulatory authorities and any other documents, relating to the Scheme; and
- gg) To do all acts and things as may be considered necessary and expedient in relation thereto.

RESOLVED FURTHER THAT on the relevant provisions of The Companies Act, 2013, being notified, the expressions "High Court" in the aforesaid resolutions to the extent necessary be construed as the "National Company Law Tribunal".

RESOLVED FURTHER THAT any Director and / or Company Secretary of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

//Certified True Copy//



Director



EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF OCTTANTIS NOBEL LABS PRIVATE LIMITED HELD ON 13th August , 2014, AT Hyderabad.

SCHEME OF AMALGAMATION:

The Chairman informed the Board that the operations of the Company are proposed to be integrated with Vivimed Labs Limited, as part of the consolidation strategy of Indian businesses of Vivimed Group. The Board discussed the draft Scheme placed before them and the related issues that may arise in this regard before passing the following resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and/ or Sections 230 to 233 and other relevant provisions of the Companies Act, 2013, to the extent applicable and enabling provisions in the Company's Memorandum and Articles of Association and subject to the requisite approvals and subject to the sanction of the jurisdictional High Courts and other regulatory authorities, as applicable, and subject to all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, and subject to the approval of the shareholders and creditors of the Company (as applicable), the consent of the Board be and is hereby accorded to the Scheme of Amalgamation of Octantis Nobel Labs Private Limited and Creative HealthCare Private Limited and Klar Sehen Private Limited and Actavis Pharma Manufacturing Private Limited and Vivimed Labs Limited and their respective shareholders (hereinafter also referred to as "Scheme"). [A draft Scheme was presented at the meeting and was initialed by the Chairman of the meeting for the purposes of identification] which, *inter alia*, provides for the merger of Klar Sehen Private Limited, Octantis Nobel Labs Private Limited, Creative HealthCare Private Limited and Vivimed Labs (Alathur) Private Limited with the Vivimed Labs Limited.




RESOLVED FURTHER THAT the meeting(s) of the shareholders and creditors, if directed by the Hon'ble High Court of Andhra Pradesh, be convened on a day and at a time as directed by the Hon'ble High Court for the purpose of approving the Scheme.

RESOLVED FURTHER THAT Mr. Santosh Varalwar Director and *Dr. V. Manohar Rao Director* be and are hereby jointly and severally authorised to carry out or assent to any modifications/ amendments to the Scheme, or to any conditions or limitations that the jurisdictional High Court and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate.

RESOLVED FURTHER THAT Mr. Santosh Varalwar Director and *Dr. V. Manohar Rao Director* of the Company be and are hereby jointly and severally authorized to take all the necessary steps:

- ss) For signing and filing of application with the Hon'ble High Court and holding/ seeking dispensation from holding meeting of the shareholders and the creditors of the Company, as may be required to give effect to the Scheme, and for issuing necessary notices for the meeting;
- tt) For conducting the meetings of the shareholders and/ or the creditors, signing and sending the notices and carry out all such other activities in relation to the meeting, if the Hon'ble High Court does not dispense the meetings;
- uu) For signing and filing of petitions for sanction of the Scheme by the Hon'ble High Court or such other appropriate authority;
- vv) For the above purposes to engage advocates, and if considered necessary also engage services of counsel (s), Solicitors, Chartered Accountants and other professionals/ consultants and declare and file all pleadings, reports and sign and issue public advertisements and notices;
- ww) For obtaining approval from such other authorities and parties including the statutory authorities, shareholders, term loan lenders, financial institutions, income tax authorities as may be considered necessary, to the said Scheme;
- xx) File necessary deeds, documents, papers and submit or cause to be submitted, necessary explanations, clarification and submissions before the Regional Director, Company Law Board, Registrar of Companies, Income Tax Authorities, Official Liquidator and other authorities, as and when required;



- yy) To file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to sign and execute vakalatnama wherever necessary; To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- zz) To make any alterations/changes to the Scheme as may be expedient or necessary including satisfying the requirements or conditions imposed by the central Government or the jurisdiction High Courts which does not materially change the substance of the Scheme;
- aaa) To sign any electronic forms to be submitted/ filed / uploaded with any of the regulatory authorities and any other documents, relating to the Scheme; and
- bbb) To do all acts and things as may be considered necessary and expedient in relation thereto.

RESOLVED FURTHER THAT on the relevant provisions of The Companies Act, 2013, being notified, the expressions "High Court" in the aforesaid resolutions to the extent necessary be construed as the "National Company Law Tribunal".

RESOLVED FURTHER THAT any Director and / or Company Secretary of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

//Certified True Copy//


Director



EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF KLAR SEHEN PRIVATE LIMITED HELD ON 13th August 2014, AT Hyderabad

SCHEME OF AMALGAMATION:

The Chairman informed the Board that the operations of the Company are proposed to be integrated with Vivimed Labs Limited, as part of the consolidation strategy of Indian businesses of Vivimed Group. The Board discussed the draft Scheme placed before them and the related issues that may arise in this regard before passing the following resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and/ or Sections 230 to 233 and other relevant provisions of the Companies Act, 2013, to the extent applicable and enabling provisions in the Company's Memorandum and Articles of Association and subject to the requisite approvals and subject to the sanction of the jurisdictional High Courts and other regulatory authorities, as applicable, and subject to all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, and subject to the approval of the shareholders and creditors of the Company (as applicable), the consent of the Board be and is hereby accorded to the Scheme of Amalgamation of Klar Sehen Private Limited and Octantis Nobel Labs Private Limited and Creative Health Care Private Limited and Actavis Pharma Manufacturing Private Limited and Vivimed Labs Limited and their respective shareholders (hereinafter also referred to as "Scheme"). [A draft Scheme was presented at the meeting and was initialed by the Chairman of the meeting for the purposes of identification] which, *inter alia*, provides for the merger of Klar Sehen Private Limited, Octantis Nobel Labs Private Limited, Creative HealthCare Private Limited and Vivimed Labs (Alathur) Private Limited with the Vivimed Labs Limited.



RESOLVED FURTHER THAT the meeting(s) of the shareholders and creditors, if directed by the Hon'ble High Court of West Bengal, be convened on a day and at a time as directed by the Hon'ble High Court for the purpose of approving the Scheme.

RESOLVED FURTHER THAT Mr. Santosh Varalwar Director and *Dr. V. Manohar Rao Director* be and are hereby jointly and severally authorised to carry out or assent to any modifications/ amendments to the Scheme, or to any conditions or limitations that the jurisdictional High Court and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate.

RESOLVED FURTHER THAT Mr. Santosh Varalwar Director and *Dr. V. Manohar Rao Director* of the Company be and are hereby jointly and severally authorized to take all the necessary steps:

- hh) For signing and filing of application with the Hon'ble High Court and holding/ seeking dispensation from holding meeting of the shareholders and the creditors of the Company, as may be required to give effect to the Scheme, and for issuing necessary notices for the meeting;
- ii) For conducting the meetings of the shareholders and/ or the creditors, signing and sending the notices and carry out all such other activities in relation to the meeting, if the Hon'ble High Court does not dispense the meetings;
- jj) For signing and filing of petitions for sanction of the Scheme by the Hon'ble High Court or such other appropriate authority;
- kk) For the above purposes to engage advocates, and if considered necessary also engage services of counsel (s), Solicitors, Chartered Accountants and other professionals/ consultants and declare and file all pleadings, reports and sign and issue public advertisements and notices;
- ll) For obtaining approval from such other authorities and parties including the statutory authorities, shareholders, term loan lenders, financial institutions, income tax authorities as may be considered necessary, to the said Scheme;
- mm) File necessary deeds, documents, papers and submit or cause to be submitted, necessary explanations, clarification and submissions before the Regional Director, Company Law Board, Registrar of Companies, Income Tax Authorities, Official Liquidator and other authorities, as and when required;



- nn) To file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to sign and execute vakalatnama wherever necessary;
- oo) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- pp) To make any alterations/changes to the Scheme as may be expedient or necessary including satisfying the requirements or conditions imposed by the central Government or the jurisdiction High Courts which does not materially change the substance of the Scheme;
- qq) To sign any electronic forms to be submitted/ filed / uploaded with any of the regulatory authorities and any other documents, relating to the Scheme; and
- rr) To do all acts and things as may be considered necessary and expedient in relation thereto.

RESOLVED FURTHER THAT on the relevant provisions of The Companies Act, 2013, being notified, the expressions "High Court" in the aforesaid resolutions to the extent necessary be construed as the "National Company Law Tribunal".

RESOLVED FURTHER THAT any Director and / or Company Secretary of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

//Certified True Copy//



Director





EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF VIVIMED LABS (ALATHUR) LIMITED HELD ON 13th August , 2014, AT Hyderabad

SCHEME OF AMALGAMATION:

The Chairman informed the Board that the operations of the Company are proposed to be integrated with Vivimed Labs Limited, as part of the consolidation strategy of Indian businesses of Vivimed Group. The Board discussed the draft Scheme placed before them and the related issues that may arise in this regard before passing the following resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and/ or Sections 230 to 233 and other relevant provisions of the Companies Act, 2013, to the extent applicable and enabling provisions in the Company's Memorandum and Articles of Association and subject to the requisite approvals and subject to the sanction of the jurisdictional High Courts and other regulatory authorities, as applicable, and subject to all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, and subject to the approval of the shareholders and creditors of the Company (as applicable), the consent of the Board be and is hereby accorded to the Scheme of Amalgamation of Vivimed Labs (Alathur) Private Limited and Klar Sehen Private Limited and Octantis Nobel Labs Private Limited and Creative Health Care Private Limited and Vivimed Labs Limited and their respective shareholders (hereinafter also referred to as "Scheme"). [A draft Scheme was presented at the meeting and was initialed by the Chairman of the meeting for the purposes of identification], which, *inter alia*, provides for the merger of Klar Sehen Private Limited, Octantis Nobel Labs Private Limited, Creative HealthCare Private Limited and Vivimed Labs (Alathur) Private Limited with the Vivimed Labs Limited.



[Signature]

RESOLVED FURTHER THAT the meeting(s) of the shareholders and creditors, if directed by the Hon'ble High Court of Mumbai, be convened on a day and at a time as directed by the Hon'ble High Court for the purpose of approving the Scheme.

RESOLVED FURTHER THAT Mr. Santosh Varalwar Director and *Dr. V. Manohar Rao Director* be and are hereby jointly and severally authorised to carry out or assent to any modifications/ amendments to the Scheme, or to any conditions or limitations that the jurisdictional High Court and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate.

RESOLVED FURTHER THAT Mr. Santosh Varalwar Director and *Dr. V. Manohar Rao Director* of the Company be and are hereby jointly and severally authorized to take all the necessary steps:

- l) For signing and filing of application with the Hon'ble High Court and holding/ seeking dispensation from holding meeting of the shareholders and the creditors of the Company, as may be required to give effect to the Scheme, and for issuing necessary notices for the meeting;
- m) For conducting the meetings of the shareholders and/ or the creditors, signing and sending the notices and carry out all such other activities in relation to the meeting, if the Hon'ble High Court does not dispense the meetings;
- n) For signing and filing of petitions for sanction of the Scheme by the Hon'ble High Court or such other appropriate authority;
- o) For the above purposes to engage advocates, and if considered necessary also engage services of counsel (s), Solicitors, Chartered Accountants and other professionals/ consultants and declare and file all pleadings, reports and sign and issue public advertisements and notices;
- p) For obtaining approval from such other authorities and parties including the statutory authorities, shareholders, term loan lenders, financial institutions, income tax authorities as may be considered necessary, to the said Scheme;



- q) File necessary deeds, documents, papers and submit or cause to be submitted, necessary explanations, clarification and submissions before the Regional Director, Company Law Board, Registrar of Companies, Income Tax Authorities, Official Liquidator and other authorities, as and when required;
- r) To file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to sign and execute vakalatnama wherever necessary;
- s) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- t) To make any alterations/changes to the Scheme as may be expedient or necessary including satisfying the requirements or conditions imposed by the central Government or the jurisdiction High Courts which does not materially change the substance of the Scheme;
- u) To sign any electronic forms to be submitted/ filed / uploaded with any of the regulatory authorities and any other documents, relating to the Scheme; and
- v) To do all acts and things as may be considered necessary and expedient in relation thereto.

RESOLVED FURTHER THAT on the relevant provisions of The Companies Act, 2013, being notified, the expressions "High Court" in the aforesaid resolutions to the extent necessary be construed as the "National Company Law Tribunal".

RESOLVED FURTHER THAT any Director and / or Company Secretary of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

//Certified True Copy//

Director



SCHEME OF AMALGAMATION
OF
CREATIVE HEALTH CARE PRIVATE LIMITED
AND
OCTTANTIS NOBEL LABS PRIVATE LIMITED
AND
KLAR SEHEN PRIVATE LIMITED
AND
VIVIMED LABS (ALATHUR) PRIVATE LIMITED
AND
VIVIMED LABS LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
(Under sections 391 to 394 of the Companies Act, 1956)



A handwritten signature in blue ink, consisting of a stylized 'V' followed by a horizontal line and a small flourish.

SCHEME OF AMALGAMATION
OF
CREATIVE HEALTH CARE PRIVATE LIMITED
AND
OCTTANTIS NOBEL LABS PRIVATE LIMITED
AND
KLAR SEHEN PRIVATE LIMITED
AND
VIVIMED LABS (ALATHUR) PRIVATE LIMITED
AND
VIVIMED LABS LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
(Under sections 391 to 394 of the Companies Act, 1956)



A handwritten signature in blue ink, appearing to be "P. J.", written over a faint circular stamp.

GENERAL

I. PURPOSE OF SCHEME

This Scheme of Amalgamation provides for the amalgamation of Creative Health Care Private Limited (hereinafter referred to as "CHPL" or "Transferor Company 1"), Octtantis Nobel Labs Private Limited (hereinafter referred to as "ONLPL" or "Transferor Company 2"), Klar Sehen Private Limited (hereinafter referred to as "KSPL" or "Transferor Company 3") and Vivimed Labs (Alathur) Private Limited (hereinafter referred to as "VLAPL" or "Transferor Company 4") all collectively referred to as "Transferor Companies", with Vivimed Labs Limited (hereinafter referred to as "VLL" or "Transferee Company") pursuant to Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and/ or Sections 230 to 233 and other relevant provisions of the Companies Act, 2013, to the extent applicable

II. RATIONALE FOR THE SCHEME

The Transferee Company, is engaged in the business of manufacture of Specialty Chemicals and Pharmaceuticals. Transferor Companies are wholly owned subsidiary of Transferee Company and engaged in the business of pharmaceuticals.

The integration, consolidation and amalgamation of the Transferor Companies with the Transferee Company would *inter alia* have the following benefits:

1. The Transferor Companies' capabilities, product portfolio and pipeline complement the Transferee Company's existing business. The amalgamation will strengthen the foothold of the Transferee Company in the Pharmaceutical segment. The expanded manufacturing capacity will allow the Transferee Company to increase its operational capacity and product portfolio.



2. Greater integration, financial strength and flexibility for the Transferee Company, which will improve the financial position of the Transferee Company on a standalone basis.
3. Greater efficiency in cash management of the Transferee Company, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to further improve shareholder's value.
4. Greater financial flexibility to execute on other opportunities to accelerate the Transferee Company's long-term growth targets.
5. Improved organizational capability and leadership, arising from the pooling of human capital that has the diverse skills, talent and vast experience to compete successfully in an increasingly regulated and competitive industry.
6. Benefit of operational synergies to the combined entity in areas such as raw material sourcing, product placement, marketing and sale promotions initiatives, freight optimization and logistics.
7. Greater leverage in operations planning and process optimization and enhanced flexibility in product offerings.
8. Cost savings are expected to flow from more focused operational efforts, rationalization, standardisation and simplification of business processes, productivity improvements, improved procurement, usage of common resource pool like human resource, administration, finance, accounts, legal, technology and other related functions, leading to elimination of duplication and rationalization of administrative expenses.



III. PARTS OF THE SCHEME

The Scheme is divided into following parts:

- (i) **Part A** - dealing with definitions of the terms used in this Scheme of Amalgamation and setting out the share capital of the Transferor Companies and the Transferee Company;
- (ii) **Part B** - dealing with the transfer and vesting of the Undertaking(s) of the Transferor Companies to and in the Transferee Company;
- (iii) **Part C** - dealing with the accounting treatment for the amalgamation in the books of the Transferee Company; and
- (iv) **Part D** - dealing with the dissolution of the Transferor Companies and the general terms and conditions applicable to this Scheme of Amalgamation and other matters consequential and integrally connected thereto.



PART A

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

- 1.1 "Act" means the Companies Act, 1956 and Companies Act, 2013, to the extent its provisions relevant for this scheme are notified and ordinances, rules and regulations made thereunder and shall include any statutory modifications, re-enactment or amendment thereof for the time being in force; reference to Sections 391 to 394 of the Companies Act, 1956 shall mean and include reference to any provisions in the Companies Act, 2013 duly notified which replace/ amend/ modify the said provisions.
- 1.2 "Appointed Date" means April 1, 2014 or such other date as the High Court or such other authorities may direct/ fix.
- 1.3 "Board of Directors" or "Board" means the board of directors of any of the Transferor Companies or the Transferee Company, as the case may be, and shall include a duly constituted committee thereof.
- 1.4 "Business Claims" means the benefit of all rights and claims of the Transferor Companies arising out of or in connection with the Transferor Companies' business under any agreements, licences, warranties, conditions, guarantees, indemnities or other rights subsisting at the Appointed Date (whether express or implied) in favour of the Transferor Companies.



A handwritten signature in black ink, appearing to be a stylized 'S' or 'G'.

- 1.5 **"Business Information"** means all information embodying know-how and other information relating to the business (whether or not confidential and no matter in what form held) including, without limitation, all designs, specifications, data, manuals and instructions and all lists of customers, suppliers, agents and distributors, business plans and forecasts and all notices, correspondence, orders and enquiries and other documents, in connection with its business.

"Business Records" means all records of Business Information and other data (wherever situated) and all books, files, registers, documents, literature, correspondence and other records of the Transferor Companies owned or used or intended for use, in each case whether in writing or in electronic or any other form.

- 1.6 **"CHPL" or "Transferor Company 1"** means Creative HealthCare Private Limited, a private limited company incorporated under the Companies Act, 1956, and having its registered office at 130 Shanta Industrial Estate, 1st Floor, I.B Patel Marg, Goregaon East, Mumbai - 400063.

- 1.7 **"Effective Date"** means the last of the dates on which the certified true copies of the order of the Hon'ble High Court, sanctioning the Scheme is filed with the Registrar of Companies, by all the companies who are a party to the Scheme.

- 1.8 **"Financial Statements"** means the annual accounts (including balance sheet, statement of profit and loss and cash flow statement) of the Transferor Companies and the Transferee Company, including the accounts drawn up to the Appointed Date.



- 1.9 **"Goodwill"** means and includes the goodwill in connection with the businesses of the Transferor Companies, together with the exclusive right for the Transferee Company and its assignees to represent themselves as carrying on the business in succession to the Transferor Companies and includes Business Claims, Business Information, Business Records, product registrations/ approvals, skilled employees, technical know-how and other Intangible Assets as defined in clause 1.13.

- 1.10 **"Government Authority"** means Central Government, any applicable State or local Government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.
- 1.11 **"High Court"** means the High Court, within whose jurisdiction the registered offices of the Transferor Companies and Transferee Company is located, and shall include the National Company Law Tribunal, if applicable.
- 1.12 **"Intangible Assets"** means and includes all intellectual property and industrial property rights and rights in confidential information of every kind and description throughout the world, in each case whether registered or unregistered, and including any applications for registration of any of the following, including without limitation (i) inventions (whether patentable or not), patents, invention disclosures, and all related continuations, continuations-in-part, divisionals, reissues, re-examinations, substitutions and extensions thereof; (ii) rights in computer programs (whether in source code, object code, or other form), algorithms, databases, compilations and data, technology supporting the foregoing, and all documentation, including user manuals and training materials, related to any of the foregoing; (iii) copyrights and copyrightable subject matter; (iv) trademarks, service marks, names, corporate names, trade names, domain names, logos, slogans, trade dress, registered designs, design rights and other similar designations of source or origin; (v) all know-how, confidential information, trade secrets, ideas, proprietary processes, formulae, models and methodologies; (vi) rights of publicity, privacy, and rights to personal information; (vii) moral rights and rights of attribution and integrity; (viii) any rights or forms of protection of a similar nature or having equivalent or similar effect to any of the foregoing which subsist anywhere in the world.



"KSPL" or "Transferor Company 3" means Klar Sehen Private Limited, a private limited company incorporated under the Companies Act, 1956, and having its registered office at 63, N.S.C. Bose Road, 5th Floor, Kolkata - 700040. KSPL is in the process of shifting its registered office to Plot No. 78-A, Kolhar Industrial Area, Bidar, Karnataka. 585102

- 1.14 "ONLPL" or "Transferor Company 2" means Octantis Nobel Labs Private Limited, a private limited company incorporated under the Companies Act, 1956, and having its registered office at Plot No. 1303 & 1304, Sy.No. 11/27, Khanamet, Hi-Tech City, Madhapur, Hyderabad - 500081. ONLPL is in the process of shifting its registered office to Plot No. 78-A, Kolhar Industrial Area, Bidar, Karnataka - 585403.
- 1.15 "Scheme" or "the Scheme" or "this Scheme" or "Scheme of Amalgamation" means this Scheme of Amalgamation in its present form or with any modification(s) made under clause 17 of this Scheme, as approved or directed by the High Court or any other appropriate authority.
- 1.16 "Transferor Companies" means collectively CHPL, ONLPL, KSPL and VLAPL.
- 1.17 "Undertaking(s)" shall mean and include the whole of the undertaking(s) of the Transferor Companies, as a going concern, including their businesses, all secured and unsecured debts, liabilities, losses, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or Intangible assets, present or contingent and including but without being limited to land and building (whether owned, leased, licensed), all fixed and movable plant and machinery, vehicles, fixed assets, work in progress, current assets, investments, reserves, provisions, funds, licenses including research and development, registrations, intellectual property rights, copyrights, patents, trade names, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, licenses, tenancy rights, premises, ownership flats, hire purchase and lease arrangements, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, internet connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals including Abbreviated New Drug Applications ("ANDAs") approved by the U.S. Food and Drug Administration, ~~concessions, privileges, liberties, advantages, easements~~ and all the right, title,



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interest, benefit and advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, sales tax, value added tax, turnover tax, service tax, etc), software license, domain/ websites etc., in connection/ relating to the Transferor Companies and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies, as on the Appointed Date.

1.18 "VLAPL" or "Transferor Company 4" means Vivimed Labs (Alathur) Private Limited, a private limited company incorporated under the Companies Act, 1956, and having its registered office at 130 Shanta Industrial Estate, 1st Floor, I.B Patel Marg, Goregaon East, Mumbai - 400063.

1.19 "VLL" or "Transferee Company" means Vivimed Labs Limited, a listed public company incorporated under the Companies Act, 1956, and having its registered office at Plot No. 78-A, Kolhar Industrial Area, Bidar Karnataka 585403.

1.20 Any reference in the Scheme to "upon the Scheme becoming effective" or "upon the Scheme coming into effect" shall mean the Effective Date.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

2. SHARE CAPITAL

2.1 CHPL



The authorised, issued, subscribed and paid up share capital of Transferor Company 1 as per its latest audited Balance Sheet as on March 31, 2014 is as follows:

Authorised Capital	Amount (Rs.)
5,000,000 Equity Shares of Rs.10 each	50,000,000
Total	50,000,000
Issued, Subscribed and Paid-up Capital	Amount (Rs.)
2,500,000 Equity Shares of Rs. 10 each fully paid-up	25,000,000
Total	25,000,000

Subsequent to March 31, 2014 there has been no change in the share capital of the company.

The entire share capital of Transferor Company 1 is held by Transferee Company. Accordingly, Transferor Company 1 is a wholly owned subsidiary of Transferee Company.

2.2 ONLPL

The authorized, issue, subscribed and paid up share capital of Transferor Company 2 as per its latest audited Balance Sheet as on March 31, 2014 is as follows:

Authorised Capital	Amount (Rs.)
2,400,000 Equity Shares of Rs.10 each	24,000,000
100,000 Preference Share of Rs.10 each	1,000,000
Total	25,000,000
Issued, Subscribed and Paid-up Capital	Amount (Rs.)
23,00,000 Subscribed and fully paid up	23,000,000
Total	23,000,000

Subsequent to March 31, 2014 there has been no change in the share capital of the company.

The entire share capital of Transferor Company 2 is held by Transferee Company. Accordingly, Transferor Company 2 is a wholly owned subsidiary of Transferee Company.



[Handwritten signature]

2.3 KSPL

The authorised, issued, subscribed and paid up share capital of Transferor Company 3 as per its latest audited Balance Sheet as on March 31, 2014 is as follows:

Authorised Capital	Amount (Rs.)
750,000 Equity Shares of Rs.10 each	7,500,000
Total	7,500,000
Issued, Subscribed and Paid-up Capital	Amount (Rs.)
699800 Equity Shares of Rs. 10 each fully paid-up	6,998,000
Total	6,998,000

Subsequent to March 31, 2014, there has been no change in the share capital of the company.

The entire share capital of Transferor Company 3 is held by Transferee Company. Accordingly, Transferor Company 3 is a wholly owned subsidiary of Transferee Company.

2.4 VLAPL

The authorised, issued, subscribed and paid up share capital of Transferor Company 4 as on March 31, 2014 is as follows:

Authorised Capital	Amount (Rs.)
70,000,000 Equity Shares of Rs.10 each	700,000,000
Total	700,000,000
Issued, Subscribed and Paid-up Capital	Amount (Rs.)
50,170,000 Equity Shares of Rs. 10 each fully paid-up	501,700,000
Total	501,700,000

Subsequent to March 31, 2014 there has been no change in the share capital of the company.



The entire share capital of Transferor Company 4 is held by Transferee Company. Accordingly, Transferor Company 4 is a wholly owned subsidiary of Transferee Company.

2.5 VLL

The authorised, issued, subscribed and paid up share capital of Transferee Company as per its latest audited Balance Sheet as on March 31, 2014 is as follows:

Authorised Capital	Amount (Rs.)
20,000,000 Equity Shares of Rs. 10/- each	200,000,000
910,000 Preference Shares of Rs.1000/- each	910,000,000
Total	1,110,000,000
Issued, Subscribed and Paid-up Capital	Amount (Rs.)
16,203,783 Equity Shares of Rs. 10/- each fully paid-up	162,037,830
Total	162,037,830

Subsequent to March 31, 2014 there has been no change in the share capital of the company.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the High Court or any other appropriate authority shall take effect from the Effective Date and shall be operative from the Appointed Date.

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PART B

TRANSFER AND VESTING OF UNDERTAKING(S) OF THE TRANSFEROR COMPANIES WITH THE TRANSFEREE COMPANY

4. TRANSFER AND VESTING OF UNDERTAKING(S)

- 4.1 Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the entire business and Undertaking(s) of the Transferor Companies, including all the debts, liabilities, losses, duties and obligations, including those arising on account of taxation laws and other allied laws of the Transferor Companies of every description and also including, without limitation, all the movable and immovable properties and assets, tangible or intangible assets (whether or not recorded in the books of account of the Transferor Companies) of the Transferor Companies comprising, amongst others, all freehold land, leasehold land, building, plants, motor vehicles, receivables, actionable claims, furniture and fixtures, computers, office equipment, electrical installations, generators, containers, telephones, telex, facsimile and other communication facilities and business licenses, Factories Act licenses, manufacturing licenses, permits, deposits, authorisations, approvals, insurance cover of every description, lease, tenancy rights, permissions, incentives, if any, and all other rights, patents, know-how, trademark, service mark, trade secret, brands, registrations, licenses including marketing authorisations and other intellectual property rights, proprietary rights, title, interest, contracts, deeds, bonds, consents, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages and benefits, approvals including ANDAs approved by the U.S. Food and Drug Administration, shall, under the provisions of Sections 391 to 394 of the Act and pursuant to the order of the High Court sanctioning this Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking(s) of the Transferee Company.



- 4.2 Without prejudice to the generality of clause 4.1 above, with respect to the assets of the Transferor Companies, including cash and bank balances, as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery or otherwise, the same shall be so transferred by the Transferor Companies to the Transferee Company, without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company as an integral part of the assets of the Transferee Company, with effect from the Appointed Date.
- 4.3 Without prejudice to the generality of clause 4.1 above, with effect from the Appointed Date, all debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date whether provided for or not in the books of account of the Transferor Companies and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or up to the day of the Appointed Date, shall be the debts, liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Companies or on any income earned from those assets.
- 4.4 With effect from the Appointed Date, all inter-party transactions between the Transferor Companies or any of the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes.
- 4.5 Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies or any of the Transferor Companies and the Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations between the



Transferor Companies or any of the Transferor Companies and the Transferee Company, with effect from the Appointed Date.

- 4.6 All existing securities, mortgages, charges, liens or other encumbrances, if any, as on the Appointed Date and created by any of the Transferor Companies after the Appointed Date, over the properties and other assets comprised in the Undertaking(s) or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such securities, mortgages, charges, liens or other encumbrances secure or relate to liabilities of any of the Transferor Companies, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company, and such securities, mortgages, charges, liens or encumbrances shall not relate or attach to any of the other assets of the Transferee Company, provided however that no encumbrances shall have been created by any of the Transferor Companies over its assets after the date of filing of the Scheme without the prior written consent of the Board of Directors of the Transferee Company, except for those done in the normal course of business.

- 4.7 The existing encumbrances over the properties and other assets of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Companies transferred to and vested in the Transferee Company by virtue of this Scheme.

- 4.8 It is expressly provided that, save as herein provided, no other term or condition of the liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.



- 4.9 With effect from the Appointed Date, all contracts, statutory licences, registrations, incentives, tax deferrals and benefits, carry-forward of tax losses, tax credits, tax refunds, subsidies, concessions, grants, rights, claims, leases, tenancy rights,

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Transferor Companies, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by any of the Transferor Companies and all rights and benefits that have accrued or which may accrue to any of the Transferor Companies, whether before or after the Appointed Date shall stand vested in or transferred to the Transferee Company, pursuant to the Scheme, without any further act or deed and shall remain valid, effective and enforceable on the same terms and conditions and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the Undertaking(s) of the Transferor Companies pursuant to this Scheme.

- 4.10 Subject to the other provisions of this Scheme, all contracts, including contracts for tenancies, licenses and capacity allotments obtained from Government Authority, MOU's with Government Authority, land lease deeds, other deeds, bonds, agreements, any agreement with Government Authority, licences, permits, registrations, approvals and other instruments, if any, of whatsoever nature to which any of the Transferor Companies are a party and subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto, notwithstanding the terms contained in such contracts, deeds, bonds, agreements, licences, permits, registrations, approvals and other instruments.

- 4.11 The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with Section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme is/ are inconsistent with the provisions of section 2(1B) of the Income Tax Act, 1961, the provisions of Section 2(1B) shall prevail and the Scheme shall stand modified to the extent necessary to comply with such provisions. Such modifications will however not affect the other parts of the Scheme.

5. CONSIDERATION



- 5.1 The entire issued and paid-up equity share capital of the Transferor Companies is held by the Transferee Company. Accordingly, the shares held by the Transferee Company in Transferor Companies shall, on and from the Effective Date, be cancelled or shall be deemed to have been cancelled without any further act or deed, and accordingly no shares of the Transferee Company shall be issued to the shareholders of the Transferor Companies in lieu of the said amalgamation.
- 5.2 The shares or the share certificates of the Transferor Companies, in relation to the shares held by its members, shall without any further application, act, instrument or deed be deemed to have been automatically cancelled and be of no effect on and from the Effective Date.

6. INCREASE IN AUTHORISED CAPITAL OF TRANSFEE COMPANY

- 6.1 Upon the Scheme coming into effect, the authorised share capital of the Transferee Company in terms of its Memorandum of Association and Articles of Association shall automatically stand enhanced without any further act, instrument or deed on the part of the Transferee Company, including without payment of stamp duty and fees payable to the Registrar of Companies, by an amount of Rs. 782,500,000 (Rupees Seventy Eight crore Twenty Five Lakhs Only), and the provisions in the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorised share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Section 16, Section 31, Section 94 or any other applicable provisions of the Act, would be required to be separately passed. For this purpose, the filing fees and stamp duty already paid by the Transferor Companies on their authorised share capital shall be utilized and applied to the increased authorised equity share capital of the Transferee Company, and shall be deemed to have been so paid by the Transferee Company on such combined authorised share capital and accordingly, the Transferee Company shall not be required to pay any fees/ stamp duty on the authorised share capital so increased.



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- 6.2 Accordingly, in terms of this Scheme, the authorised share capital of the Transferee Company shall stand enhanced by an amount of Rs. 782,500,000 (Rupees Seventy Eight crore and Twenty Five Lakhs Only) divided into 76,150,000 (Seven Crore Sixty One Lakh and Fifty Thousand) equity shares of Rs. 10 each and 100,000 (One Lakh) equity shares of Rs.10 each

The capital clause of the Memorandum of Association of the Transferee Company shall stand substituted to read as follows:

"The authorised Share Capital of the Company is Rs. 981,500,000 (Rupees Ninety Eight Crore and Fifteen Lakhs Only) divided into 98,150,000 (Nine Crore Eighty One Lakhs and Fifty Thousand) Equity Shares of Rs. 10 (Rupees Ten) each and 911,000,000 (Rupees Ninety One Crore Ten Lakhs Only) divided into 1,010,000 (Ten Lakhs Ten Thousand) Equity Shares of Rs. 1000 each."

7. STAFF, WORKMEN AND EMPLOYEES

- 7.1 Upon the Scheme becoming effective, all staff, workmen and employees of the Transferor Companies in service on the Effective Date shall be deemed to have become staff, workmen and employees of the Transferee Company with effect from the Appointed Date or the date of joining whichever is later, without any break or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company (i.e. cost-to-company basis, in monetary terms) shall not be less favourable than those applicable to them with reference to their employment with the Transferor Companies on the Effective Date.

- 7.2 It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff, workmen and employees of the Transferor Companies shall become trusts/ funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers



and obligations of the Transferor Companies in relation to such fund or funds shall become those of the Transferee Company. It is clarified that, for the purpose of the said fund or funds, the services of the staff, workmen and employees of the

- 7.3 Transferor Companies will be treated as having been continuous with the Transferee Company from the date of employment as reflected in the records of the Transferor Companies.

8. LEGAL PROCEEDINGS

- 8.1 If any suit, appeal or other proceeding of whatever nature by or against any of the Transferor Companies are pending, including those arising on account of taxation laws and other allied laws, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the arrangement by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies, as if this Scheme had not been made.

- 8.2 On and from the Effective Date, Transferee Company may, if required, initiate or defend any legal proceedings in relation to the rights, title, interest, obligations or liabilities of any nature whatsoever, whether under contract or law or otherwise, of Transferor Companies and to the same extent as would or might have been initiated by or defended by Transferor Companies.

9. POWER TO GIVE EFFECT TO THIS PART

The Transferee Company shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further,



the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

10. TAXATION MATTERS

10.1 Upon the Scheme becoming effective, all taxes payable by the Transferor Companies under the Income-tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956 or other applicable laws/ regulations dealing with taxes/ duties/ levies (hereinafter referred to as "Tax Laws") shall be to the account of the Transferee Company; similarly all credits for tax deduction at source on income of the Transferor Companies, or obligation for deduction of tax at source on any payment made by or to be made by the Transferor Companies shall be made or deemed to have been made and duly complied with by the Transferee Company if so made by the Transferor Companies. Similarly any advance tax payment required to be made for by the specified due dates in the Tax Laws shall also be deemed to have been made by the Transferee Company if so made by the Transferor Companies. Further, the Minimum Alternate Tax paid by the Transferor Companies under Section 115 JB and/ or other provisions (as applicable) of the Income-tax Act, 1961, shall be deemed to have been paid on behalf of the Transferee Company, and the Minimum Alternate Tax credit (if any) of the Transferor Companies as on the Appointed Date or accruing after the Appointed Date shall stand transferred to the Transferee Company and such credit would be available for set-off against the tax liabilities of the Transferee Company. Any refunds under the Tax Laws due to the Transferor Companies consequent to the assessments made on the Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

10.2 All taxes of any nature, duties, cesses or any other like payments or deductions made by the Transferor Companies or any of its agents to any statutory authorities such as income tax, sales tax, and service tax, or any tax deduction/ collection at source, tax credits under Tax Laws, relating to the period after the



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Appointed Date shall be deemed to have been on account of or paid by the Transferee Company, and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Transferee Company upon the Effective Date and upon relevant proof and documents being provided to the said authorities.

- 10.3 All cheques and other negotiable instruments and payment orders received in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company. Similarly, the banker of the Transferee Company shall honour cheques issued by the Transferor Companies for payment on or after the Appointed Date and presented after the Effective Date.

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PART C

ACCOUNTING TREATMENT FOR THE AMALGAMATION IN THE BOOKS OF THE TRANSFEREE COMPANY

11. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEREE COMPANY

On the Scheme becoming effective, the accounting for the amalgamation would be done in accordance with the "Purchase Method" referred in Accounting Standard 14 - Accounting for Amalgamation (AS 14) issued by the Institute of Chartered Accountants of India and notified by the National Advisory Committee on Accounting Standards, Ministry of Corporate Affairs, as amended from time to time, which *inter alia* provides for the following:

- 11.1 With effect from the Appointed Date, all the assets and liabilities appearing in the books of accounts of Transferor Companies shall stand transferred to and vested in Transferee Company, as the case may be pursuant to the Scheme and shall be recorded by Transferee Company at their respective fair values.
- 11.2 The carrying amount of investments in the shares of the Transferor Companies held by the Transferee Company, shall stand cancelled in the books of the Transferee Company, without any further act or deed.
- 11.3 The reserves (whether capital or revenue or on revaluation) of the Transferor Companies, other than the statutory reserves should not be recorded in the Financial Statements of the Transferee Company. Where the statutory reserve is transferred and recorded, corresponding debit should be given to a suitable account head (e.g. Amalgamation Adjustment Account) which should be disclosed as a part of 'miscellaneous expenditure' or other similar category in the balance sheet. When the identity of the statutory reserves is no longer required to be maintained, both the reserves and the aforesaid account should be reversed.



- 11.4 In case of any differences in accounting policies between the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the Financial Statements reflect the financial position on the basis of consistent accounting policies.
- 11.5 The amount of any inter-company balances, amounts between the Transferor Companies or between any of the Transferor Companies and the Transferee Company, appearing in the Financial Statements of the respective companies, shall stand cancelled without any further act or deed, upon the Scheme coming into effect, and the amounts so cancelled shall not be recorded in the Financial Statements of the Transferee Company.
- 11.6 The surplus arising between (A) the aggregate values of assets of the Transferor Companies acquired and recorded by the Transferee Company in terms of clause 11.1 or cancelled in terms of clause 11.2 and 11.5 after making necessary adjustments as per clause 11.4, and (B) the aggregate of (a) the liabilities of the Transferor Companies acquired and recorded by the Transferee Company in terms of clause 11.1 or cancelled in terms of clause 11.5 after making necessary adjustments as per clause 11.4, shall be credited to the Capital Reserve Account of the Transferee Company. In case of a deficit, as computed above, such deficit shall be debited to Goodwill.

12. TRANSACTIONS BETWEEN THE APPOINTED DATE AND THE EFFECTIVE DATE

During the period from the Appointed Date to the Effective Date:

- 12.1 The Transferor Companies shall carry on and be deemed to have carried on their respective business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of their respective businesses and Undertaking(s) for and on account of and in trust for the Transferee Company;



12.2 The Transferor Companies shall carry on their respective business and activities in the ordinary course of business with reasonable diligence and business prudence;

12.3 With effect from the Appointed Date and up to and including the Effective Date, Transferor Companies shall not, without the written consent of Transferee Company, undertake any new business;

12.4 With effect from Appointed Date/ *date of approval of scheme* and up to and including the Effective Date, Transferor Companies shall not sell, transfer or alienate, charge, mortgage or encumber or otherwise deal with or dispose of any of their Undertaking or any part thereof save and except in each case:

(a) if the same is in the ordinary course of business of Transferor Companies as carried on by them as on the date of filing this Scheme with the High Court; or

(b) if the same is expressly permitted by this Scheme; or

(c) if the prior written consent of the Board of Directors of Transferee Company has been obtained.

12.5 All the profits or income accruing or arising to the Transferor Companies or expenditure or losses incurred or arising to the Transferor Companies, shall for all purposes be treated and deemed to be and accrue as the profits or income or expenditure or losses (as the case may be) of the Transferee Company; and



12.6 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government and all other Government Authorities/ agencies concerned, as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require to carry on the business of the Transferor Companies.

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13. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of this Scheme, the transfer and vesting of the Undertaking(s) of the Transferor Companies under Clause 45 of this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded after the Appointed Date and the Effective Date (both days inclusive), to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

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PART D

DISSOLUTION OF THE TRANSFEROR COMPANIES AND THE GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME OF AMALGAMATION AND OTHER MATTERS CONSEQUENTIAL AND INTEGRALLY CONNECTED THERETO

14. WINDING UP

On the Scheme becoming effective, the Transferor Companies shall stand dissolved, without going through the process of winding up and without further acts and deeds by parties on such terms and conditions as the High Court may direct or determine.

15. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

- (i) The requisite consent, approval or permission of the Central Government or any Government Authorities, which by law may be necessary for the implementation of this Scheme;
- (ii) Approval by the jurisdictional High Court where the registered office of the Transferor Companies is located;
- (iii) The certified copy of the order of the High Court sanctioning the Scheme being filed with the Registrar of Companies by the Transferor Companies and the Transferee Company; and
- (iv) Compliance with such other conditions as may be imposed by the High Court.



16. APPLICATION TO THE HIGH COURT

The Transferor Companies being wholly owned subsidiaries of the Transferee Company, the Transferor Companies shall alone, with all reasonable despatch, make and file application/ petition to the High Courts, within whose jurisdiction the registered offices of the Transferor Companies are situated, for sanctioning the Scheme, and for dissolution of the Transferor Companies without being wound-up.

17. MODIFICATION OR AMENDMENTS TO THE SCHEME

The Transferor Companies and the Transferee Company by their respective Board of Directors, or any person(s) or committee authorised/ appointed by them, may carry out or assent to any modifications/ amendments to the Scheme or to any conditions or limitations that the High Court and/ or any other Government Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e., the Board of Directors or the person(s)/ committee). The Transferor Companies and the Transferee Company by their respective Board of Directors, or any person(s) or committee authorised/ appointed by them, shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any Government/ regulatory Authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/ or any matter concerned or connected therewith.

18. EFFECT OF NON-RECEIPT OF APPROVALS

In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferor Companies and the Transferee Company shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme is not sanctioned by the High Court, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.



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In the event of any condition or amendment or modification that may be imposed by the High Court or any competent authority, or if the Board of Directors of the Transferor Companies or the Board of Directors of the Transferee Company, may

find it unacceptable for any reason or if the Board of Directors of the said Transferor Companies or Transferee Company decides, they shall be at a liberty to withdraw from the Scheme unconditionally.

20. COSTS, CHARGES AND EXPENSES

In the event of the Scheme being sanctioned by the High Court, the Transferee Company shall bear and pay all costs, charges, expenses and taxes, including duties and levies in connection with the Scheme.

21. MISCELLANEOUS

In case any doubt or difference or issue shall arise among the Transferor Companies and the Transferee Company or any of their shareholders, creditors, employees and/ or persons entitled to or claiming any right to any shares in the Transferor Companies or the Transferee Company, as to the construction of this Scheme or as to any account, valuation or apportionment to be taken or made in connection herewith or as to any other aspects contained in or relating to or arising out of this Scheme, the same shall be amicably settled between the Board of Directors of the Transferor Companies and the Transferee Company, and the decision arrived at therein shall be final and binding on all concerned.



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**REPORT OF AUDIT COMMITTEE OF VIVIMED LABS LIMITED AT ITS MEETING
HELD ON 13 AUGUST, 2014 AT VIVIMED LABS R&D CENTRE, PLOT NO: 181, SY.
NO. 121/P, IDA MALLAPUR, HYDERABAD -500076**

MEMBERS PRESENT

Mr. P.V. Rathnam

Mr. Srinivas Chidambaram

Dr. M. Bhagvanth Rao

IN ATTENDANCE

Mr. P.V. Rathnam

Mr. Srinivas Chidambaram

Dr. M. Bhagvanth Rao

1. BACKGROUND

The Company has placed before the Audit Committee a Scheme of Amalgamation for the merger of CreativeHealth Care Private Limited, Octantis Nobel Labs Private Limited, Klar Sehen Private Limited and Vivimed Labs (Alathur) Private Limited (collectively referred to as "Transferor Companies") with the Company for recommendation of the Scheme by the Audit Committee to the Board of Directors as required vide CIR/CFD/DIL/5/2013 dated 4th February 2013.

The report of the audit committee is made in order to comply with the requirements of the Circular and after considering the Draft Scheme of Amalgamation

2. Proposed Scheme of Amalgamation

2.1 The Audit Committee noted that merger of Transferor Companies with the Company will result in:

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- Strengthen its foothold in the Pharmaceutical segment. The expanded manufacturing capacity will allow the Company to increase its operational capacity and product portfolio.
- Greater integration, financial strength and flexibility, which will improve the financial position of the Company on a standalone basis.
- Greater efficiency in cash management of the Company, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to further improve shareholder's value.
- Greater financial flexibility to execute on other opportunities to accelerate the Company's long-term growth targets.
- Improved organizational capability and leadership, arising from the pooling of human capital that has the diverse skills, talent and vast experience to compete successfully in an increasingly regulated industry.
- Benefit of operational synergies to the combined entity in areas such as raw material sourcing, product placement, marketing and sale promotions initiatives, freight optimization and logistics.
- Greater leverage in operations planning and process optimization and enhanced flexibility in product offerings.
- Cost savings are expected to flow from more focused operational efforts, rationalization, standardisation and simplification of business processes, productivity improvements, improved procurement, usage of common resource pool like human resource, administration, finance, accounts, legal, technology and other related functions, leading to elimination of duplication and rationalization of administrative expenses.

2.2 The salient features of the Scheme

- The Scheme provides for amalgamation of CreativeHealth Care Private Limited, Octantis Nobel Labs Private Limited, Klar Sehen Private Limited and Vivimed Labs (Alathur) Private Limited with the Company
- The Appointed Date for the Scheme is fixed as 1st April, 2014
- The Scheme provides for transfer of assets and liabilities pertaining to the Transferor Companies at fair value from the Appointed Date
- Purchase Method of Accounting as per AS-14 shall be followed for the purpose of amalgamation
- Upon the Scheme becoming effective investments in Transferor Companies held by the Company shall get cancelled
- Upon the Scheme coming into effect, the Transferor Companies will be dissolved without being wound up.

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3. Recommendation of the Audit Committee

- The Audit Committee after consideration, recommends the Draft Scheme for favourable consideration by the Board of Directors, Stock Exchanges and other appropriate authorities

Chairman- Audit Committee



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Annexure 5- Pre-Shareholding pattern in accordance with clause 35 of the Listing Agreement for pre and post scheme of amalgamation of the companies

(a) Statement showing Shareholding Pattern of Vivimed Labs Limited

Script Code 532960

Quarter ended

30-Jun-14

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	As a % of (A+B)	As a % of (A+B+C)	Number of shares	Shares pledged or otherwise encumbered	As a % of Total No. of Shares
(A) Shareholding of Promoter and Promoter Group								
(1) Indian								
Individuals / Hindu Undivided Family	15	39,93,738	39,93,738.00	24.65	24.65	18,52,455.00	46.38	
Bodies Corporate	2	21,83,987	21,83,987.00	13.48	13.48	8,98,000.00	41.12	
Sub Total	17	61,77,725	61,77,725.00	38.13	38.13	27,50,455.00	44.52	
(2) Foreign								
Total shareholding of Promoter and Promoter Group (A)	17	61,77,725	61,77,725.00	38.13	38.13	27,50,455.00	44.52	
(B) Public Shareholding								
(1) Institutions								
Financial Institutions / Banks	3	3,53,480	3,53,480.00	2.18	2.18	-	-	
Central Government / State Government(s)	1	19,226	19,226.00	0.12	0.12	-	-	
Foreign Institutional Investors	4	2,72,860	2,72,860.00	1.68	1.68	-	-	
Any Others (Specify)	3	42,07,121	42,07,121.00	25.96	25.96	-	-	
Foreign Companies	3	42,07,121	42,07,121.00	25.96	25.96	-	-	
Sub Total	11	48,52,687	48,52,687.00	29.95	29.95	-	-	
(2) Non-Institutions								
Bodies Corporate	196	13,51,133	13,51,133.00	8.34	8.34	-	-	
Individuals								
Individual shareholders holding nominal share capital up to Rs. 1 lakh	7,247	15,67,213	15,09,010.00	9.67	9.67	-	-	
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	32	10,41,706	7,58,849.00	6.43	6.43	-	-	
Any Others (Specify)	252	12,13,319	9,39,351.00	7.49	7.49	-	-	
Non Resident Indians	153	6,66,631	6,66,631.00	4.11	4.11	-	-	
Clearing Members	97	1,76,764	1,76,764.00	1.09	1.09	-	-	
Foreign Nationals	1	2,73,968	-	1.69	1.69	-	-	
Trusts	1	95,956	95,956.00	0.59	0.59	-	-	
Sub Total	7,727	51,73,371	45,98,343.00	31.93	31.93	-	-	
Total Public shareholding (B)	7,738	1,00,25,058	94,51,030.00	61.87	61.87	-	-	
Total (A+B)	7,755	1,62,03,783	1,56,28,755.00	100.00	100.00	27,50,455.00	16.97	
(C) Shares held by Custodians and against which Depository Receipts have been issued								
(1) Promoter and Promoter Group	-	-	-	-	-	-	-	
(2) Public	-	-	-	-	-	-	-	
Sub Total	-	-	-	-	-	-	-	



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Total (A)+(B)+(C)	7.755	1,62,03,793	1,56,28,755.00	100.00	27,50,455.00	16.97
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Statement showing holding of Securities (including shares, warrants, convertible securities) of Persons belonging to the category "Promoter and Promoter Group"

Sl.No.	Name of the Shareholder	Details of Shares held		Encumbered shares (%)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-class (II)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the	
1	BBR Projects Pvt Ltd	20,42,987	12.61	8,98,000.00	43.96	5.54	-	-	-	-	12.61
2	Santosh Varakwar	12,69,810	7.84	10,52,455.00	82.89	6.50	-	-	-	-	7.84
3	Varakwar Sandeep	6,12,193	3.78	-	-	-	-	-	-	-	3.78
4	Manohar Rao Varakwar	5,89,071	3.64	3,50,000.00	59.42	2.16	-	-	-	-	3.64
5	Sujatha Varakwar	4,99,789	3.08	3,25,000.00	65.03	2.01	-	-	-	-	3.08
6	Varakwar Subhash	3,20,000	1.97	-	-	-	-	-	-	-	1.97
7	Vinodlal Varakwar	3,19,669	1.97	1,25,000.00	39.10	0.77	-	-	-	-	1.97
8	Butterfly Agri Products Pvt Ltd	1,41,000	0.87	-	-	-	-	-	-	-	0.87
9	Sheetal Varakwar	1,31,900	0.81	-	-	-	-	-	-	-	0.81
10	S Raghunandhan	63,600.00	0.39	-	-	-	-	-	-	-	0.39
11	Vijaykumar Varakwar	50,000.00	0.31	-	-	-	-	-	-	-	0.31
12	Madhavi Varakwar	40,000.00	0.25	-	-	-	-	-	-	-	0.25
13	Mamatha Gurnakar	30,000.00	0.19	-	-	-	-	-	-	-	0.19
14	Varakwar Padma	26,650.00	0.16	-	-	-	-	-	-	-	0.16
15	Neelima Vijay Varakwar	20,000.00	0.12	-	-	-	-	-	-	-	0.12
16	Satish Goddy Agraharam	11,127.00	0.07	-	-	-	-	-	-	-	0.07
17	Chandrasekhar Rao Sudigali	10,019.00	0.06	-	-	-	-	-	-	-	0.06
	Total	61,77,725	38.13	27,50,455.00	44.52	16.97	-	-	-	-	38.13

Shareholding of securities (including shares, warrants, convertible securities) of persons belonging to the category Public and holding more than 1% of the total number of shares

Sl. No.	Name of the Shareholder	No. of Shares held	Shares as % of Total No. of Shares	Details of warrants	Details of convertible securities	Total shares (including underlying shares assuming full conversion)
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Shareholding Pattern of Klar Schen Private Limited

S.No	Name of the Shareholder	No. of shares held	% of Holding
1.00	Vivimed Labs Limited	699800	100.00
Total		699800	100.00

Shareholding Pattern of Vivimed Labs (Alathur) Private Limited

S.No	Name of the Shareholder	No. of shares held	% of Holding
1.00	Vivimed Labs Limited	6,58,75,189	100.00
Total		6,58,75,189	100.00






P. MURALI & CO.,
CHARTERED ACCOUNTANTS
6-3-655/2/3, SOMAJIGUDA,
HYDERABAD - 500 082, INDIA

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E-mail : pmurall.co@gmail.com
info@pmurali.com
Website : www.pmurali.com

NET-WORTH CERTIFICATE

This certificate is issued at the request of Vivimed Labs Limited, having its registered office at Plot No. 78-A, Kolhar Industrial Area, Bidar, Karnataka - 585403.

We have been provided with the Scheme of Amalgamation between Creative Health Care Private Limited and Octtantis Nobel Labs Private Limited and KlarSehen Private Limited and Vivimed Labs (Alathur) Private Limited and Vivimed labs limited and their respective shareholders and creditors under Sections 391 to 394 of the Companies Act, 1956.

We have been requested to provide a certificate of net-worth for the purposes of filing with the stock exchanges.

We certify that the net-worth of Vivimed Labs Limited, pre and post amalgamation is/will be as under:

(Rs in Millions)

Particulars	Pre Amalgamation as on 31 March, 2014	Post Amalgamation as on 1 April, 2014
Equity Share Capital (paid up)	162.04	162.04
Free Reserves(Excluding Capital Reserve & Revolution Reserve)	3543.63	4437.33834
Total - A	3705.67	4599.37834
Less :		
Miscellaneous Expenditure	-	0.51679
Total - B	-	0.51679
Net-worth (A - B)	3705.67	4598.86155

Note: The net-worth is calculated on the basis of the audited balance sheet of Vivimed Labs Limited as at 31 March 2014 and subject to approval of the High Court and other Authorities.



For P. Murali & Co.,
Firm Registration no.:007257S
Chartered Accountants

P. Murali Mohana Rao
P. Murali Mohana Rao
Partner
Membership No.: 023412

Place : Hyderabad
Date : 23-09-2014

Annexure 7

Details of Capital evolution of the transferee and transferor companies:

7.1 Capital Evolution Details of Vivimed Labs Limited

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
22.09.1988	20	10	Incorporation	20	yes
05.06.1989	105145	10	Allotted to promoters	105165	yes
16.02.1994	150000	10	Allotted to relatives of promoters	255165	yes
18.11.1994	394835	10	Allotted to promoters & relatives	650000	yes
09.02.1995	110000	10	Allotted to relatives of promoters	760000	yes
27.11.1995	67100	10	Allotted to relatives of promoters	827100	yes
30.12.1995	472900	10	Allotted to relatives of promoters & Corporate Body	1300000	yes
17.06.1996	2200000	12	Allotted to promoters & relatives and employees.	3500000	yes
25.09.1996	300000	12	Allotted to promoters & relatives and employees.	3800000	yes
25.01.1997	50000	10	Allotted to KSIIDC	3850000	yes
25.01.1997	203800	12	Allotted to Others	4053800	yes
31.03.1998	200	10	Allotted to promoters	4054000	yes
31.03.1998	12700	15	Allotted to Friends & Relatives	4066700	yes
30.10.1999	690000	10	Allotted to Corporate Body.	4756700	yes
05.8.2005	2501429	70	Allotted to public	7258129	yes
26.12.2007	2142857	10	Allotted on Amalgamation of VVS Pharma	9400986	yes



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31.08.2009	563918	185	Allotted on Conversion of FCCB's	9964904	yes
04.10.2010	199112	--	Additional Equity shares allotted for conversion of FCCB's	10164016	yes
11.07.2011	449789	285	Allotted shares to the share holders of harnnet.	10613805	yes
29.09.2011	1830137	327	Private Equity (Kitara)	12443942	yes
23.10.2011	1490000	150	Warrants converted to equity	13933942	yes
22.03.2013	2126984	315	Converted from CCPS to equity (Jacob)	16060926	yes
10.09.2013	142857	350	Swap, Acquisition of finoso pharma pvt ltd	16203783	yes

7.2 Capital Evolution Details of CretiveHealth Care Private Limited

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
25.06.2005	100000	10	Incorporation	10000	no
10.10.2005	490000	10	FPO	500000	no
14.05.2007	2000000	10	FPO	2500000	no

Details of Capital evolution of the Octantis Nobel Labs Pvt Ltd

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/	Cumulative	Whether listed, if not
13-04-2011	10000		10 incorporation	10000	no
07-06-2011	15000		10 preferential issue	25000	no
31-07-2013	2275000		10 Acquisition	2300000	no

7.4 Capital Evolution Details of Klar Sehen Private Limited

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
11-08-1977	400		10 Incorporation	400	no
24-02-1978	8100		10 Allotted to promoters	8500	no
12-08-1978	2000		10 Allotted to relatives of promoters	10500	no



06-10-1978	1400	10	Allotted to promoters & relatives	11900	no
15-03-1979	8400	10	Allotted to relatives of promoters	20300	no
28-11-1979	9100	10	Allotted to relatives of promoters	29400	no
28-03-1980	1000	10	Allotted to relatives of promoters	30400	no
30-03-1981	7000	10	Allotted to relatives of promoters	37400	no
28-03-1983	12600	10	Allotted to relatives of promoters	50000	no
30-03-1985	8000	10	Allotted to relatives of promoters	58000	no
30-03-1989	7000	10	Allotted to relatives of promoters	65000	no
24-03-1992	65000	10	Allotted to relatives of promoters	130000	no
08-02-1999	43000	10	Allotted to relatives of promoters	173000	no
21-03-1997	276800	10	Allotted to relatives of promoters	449800	no
12-06-2004	250000	10	Allotted to relatives of promoters	699800	no

7.4 Capital Evolution Details of Vivimed labs (Alathur) Pvt Ltd

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
24-Nov-06	200000	10	Incorporation	200000	no
20-Feb-08	4,42,22,250	10	allotted to promoters	44422250	no
05-Apr-08	46,85,000	10	allotted to promoters	49107250	no
29-May-08	70,28,114	10	allotted to promoters	56135364	no
17-Dec-08	23,41,250	10	allotted to promoters	58476614	no
17-Nov-09	5,31,760	10	allotted to promoters	5900374	no
04-Sep-10	12,83,982	10	allotted to promoters	60292356	no
22-Nov-10	25,63,000	10	allotted to promoters	62855356	no
22-Dec-10	20,45,000	10	allotted to promoters	64900356	no
18-Jun-11	9,74,833	10	allotted to promoters	65875189	no



10.07.2013	-15705189	10 bought back	501700000	
31.07.2013		transferred to Vivimed labs ltd	501700000	

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Annexure 8

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of

In connection with the above application, we hereby confirm that:

The proposed scheme of amalgamation/ arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited.

In the explanatory statement to be forwarded by the company to the shareholders u/s 393 of the Companies Act, it shall disclose:

- i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
- ii) The Complaint report as per Annexure XI.
- iii) The observation letter issued by the stock exchange

The draft scheme of amalgamation/ arrangement together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company's website as per Website link given hereunder:

www.vivimedlabs.com

The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.

The company shall obtain shareholders' approval by way of special resolution where the directions are given by High Court for convening the meeting of shareholders

The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

2/11/2014

Certified True Copy
For VIVIMED LABS LTD.

Company Secretary



Compliance report specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Amalgamation of CreativeHealth Care Private Limited and Octantis Nobel Labs Private Limited and Klar Schen Private Limited and Vivimed Labs (Alathur) Private Limited and Vivimed Labs Limited and their respective shareholders

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular.

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	National Stock Exchange Limited
Compliance as per Part A, Annexure I to the Circular		
2	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied
2.b	Valuation Report from Independent Chartered Accountant	Not Applicable (Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares are being issued to the shareholders of the Transferor Companies and hence no valuation report is required)
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied
2.d	Fairness opinion by merchant banker	Not Applicable
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied with (Pre and post shareholding pattern is same since Transferor Companies are wholly owned subsidiaries of Transferee Company)
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied
2.g	Compliance with Clause 49 of Listing Agreement	Complied
2.h	Complaints Report	Complied
3	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable (Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares are being issued to the shareholders of the Transferor Companies)
4	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable (Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares are being issued to the shareholders of the Transferor Companies)
5	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable (Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares are being issued to the shareholders of the Transferor Companies)



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6	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable
7	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

Date : 10-11-2014

Arun Kumar
Company Secretary



Format of Compliance Report on Corporate Governance

Name of the Company: Vivimed Labs Limited

Date: 10/11/2014

Particulars	Clause of Listing Agreement	Compliance Status YES / NO	Remarks
I. Board of Directors			
(A) Composition of Board	49 I 49 (IA)	yes	Complied
(B) Non-executive Directors' compensation & disclosures	49 (IB)	yes	No fees / Compensation paid to Non-Executive Directors, including independent Directors.
(C) Other provisions as to Board and Committees	49 (IC)	yes	Board meetings, memberships or Chairman in committees and the information to be furnished before board meetings are as per the provisions of Clause 49(IC) read with the Companies Act, 1956.
(D) Code of Conduct	49 (ID)	yes	Code of Conduct has been laid down by the board as per the provisions of Clause 49(ID) read with the provisions of Companies Act, 1956 and the amended code of conduct has to be posted in website.
II. Audit Committee			
(A) Qualified & Independent Audit Committee	49 (II) 49 (IIA)	yes yes	Committee formed as per the provisions of Clause 49(II) read with the provisions of Companies Act, 1956. Members of the audit committee are as per the provisions of Clause 49(IIA) read with the provisions of Companies Act, 1956.
(B) Meeting of Audit Committee	49 (IIB)	yes	Meetings of the audit committee are conducted as per the provisions of Clause 49(IIB) read with the provisions of the Companies Act, 1956.
(C) Powers of Audit Committee	49 (IIC)	yes	The powers of audit committee includes the powers stated under Clause 49(IIC) read with the provisions of the Companies Act, 1956.
(D) Role of Audit Committee	49 (IID)	yes	The role of the audit committee includes the points given under the Clause 49(IID) read with the provisions of the Companies Act, 1956.
(E) Review of Information by Audit Committee	49 (IIE)	yes	The matters reviewed by audit committee include the information given under Clause 49(IIE) read with the provisions of the Companies Act, 1956.
III. Subsidiary Companies			
	49 (III)	yes	The company has subsidiary companies, but there is no material non listed Indian subsidiary company.



IV. Disclosures		49 (IV)	yes	The Company has complied with the Disclosures to be made under Clause 49(IV). There are no related party transactions to be placed before the committee during this quarter ending September 2014.
(A) Basis of related party transactions		49 (IV A)	N.A	The Company is following prescribed Accounting Standards, so there is no different treatment from prescribed Accounting Standards in the preparation of financial statements.
(B) Disclosure of Accounting Treatment		49 (IV B)	N.A	The Company has complied with the procedures to inform Board members about the risk assessment as per Clause 49(IV C).
(C) Board Disclosures		49 (IV C)	yes	The Company has complied with the provisions of clause 49(IV D).
(D) Proceeds from public issues, rights issues, preferential issues etc.		49 (IV D)	yes	There are no pecuniary relationships or transactions with the non-executive directors. Other necessary details will be disclosed in Annual Report.
(E) Remuneration of Directors		49 (IV E)	yes	Management discussion and analysis Report to the shareholders & the other relevant information under this head shall be included in the annual report of the Company.
(F) Management		49 (IV F)	yes	The Company has been complying with all the provisions given under Clause 49(IV G).
(G) Shareholders		49 (IV G)	yes	
V. CEO/CFO Certification		49 (V)	yes	Will be Complied in Annual Report
VI. Report on Corporate Governance		49 (VI)	yes	Will be complied in Annual Report
VII. Compliance		49 (VII)	yes	Will be Complied in Annual Report

Note:

1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.

2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).

3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.



Format for Complaints Report: Not applicable

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	
2	Number of complaints forwarded by Stock Exchange	-
3	Total Number of complaints/comments received (1+2)	-
4	Number of complaints resolved	
5	Number of complaints pending	-

Part B: NIL

Sr. No.	Name of complainant	Date of Complaint	Status (Resolved/Pending)
1			
2			
3			





P. MURALI & CO.,
CHARTERED ACCOUNTANTS
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info@pmurali.com
Website : www.p murali.com

Annexure 14

TO

The Board of Directors
Vivimed Labs Limited
Plot No. 78-A, Kolhar Industrial Area,
Bidar, Karnataka - 595403

We, the statutory auditors of Vivimed Labs Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 11 of the Draft Scheme of Scheme of Amalgamation of Creative Health Care Private Limited and Octantis Nobel Labs Private Limited and Klar Sehen Private Limited and Vivimed Labs (Alathur) Private Limited and Vivimed Labs Limited and their respective shareholders in terms of the provisions of section 391-394 of the Companies Act, 1956/ Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with Clause 24(i) of the Listing Agreement and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013 and/or the accounting treatment in respect of the proposed amalgamation as prescribed by Institute of Chartered Accountants of India vide Notification of Central Government vide G.S.R. 739(E) dated 7-12-2006 in Rule 3 of the Companies (Accounting Standards) Rules, 2006 which prevail over the accounting treatment for the same as prescribed under the aforesaid Accounting Standards 14.

This Certificate is issued at the request of Vivimed Labs Limited pursuant to the requirements of clause 24(i) of the Listing Agreement for onward submission to Bombay and National Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.

Date: 20-10-2014
Place: Hyderabad



for P. Murali & Co.,
Chartered Accountants
FRN: 0072575

P. Murali Mohana Rao
Partner
M.No. 023412



P. MURALI & CO.,
 CHARTERED ACCOUNTANTS
 6-3-655/2/3, SOMAJIGUDA,
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 E-mail : pmurali.co@gmail.com
 info@pmurali.com
 Website : www.pmurall.com

To,

The Board of Directors,
 Vivimed Labs Limited,
 Plot No 78-A,
 Kolhar Industrial Area,
 Bidar, Karnataka-595403.

We have been informed by Vivimed Labs Limited ("Company") that Creative Health Care Private Limited, Octantis Nobel Labs Private Limited, Klar Sehen Private Limited and Vivimed Labs (Alathur) Private Limited (collectively referred to as "Transferor Companies"), being wholly owned subsidiaries of the Company are proposed to be amalgamated with the Company under sections 391-394 of the Companies Act, 1956 with the Appointed Date of 1st April, 2014. In this regard, we have been requested by the Company to certify the applicability of the clause 5.16(a) of Circular No. CIR/CFD/DIL/5/2013 dated 4th February 2013 read with the clarifications issued by SEBI vide Circular No. CIR/CFD/ DIL/8/2013 dated 21st May, 2013.

For this purpose we have been provided with the Scheme of Amalgamation (Scheme) approved by the Board of Directors of the Company and the Transferor Companies and an undertaking from the management stating the reasons for non-applicability of para 5.16(a).

Based on our examination of the aforementioned circular and the undertaking given by the management and according to the information and explanation given to us, we confirm that the provisions of para 5.16(a) of the said circular is not applicable to the Scheme.

This certificate is issued with a specific request from the Company for the purpose of submission to the Stock Exchanges. This Certificate should not be used for any other purpose without any prior written consent.

For P. Murali & Co.
 Chartered Accountants
 Firm Registration No. 007257S

P. Murali Mohana Rao
 P. Murali Mohana Rao
 Partner
 M.No. 023412



[Handwritten signature]

Date: 23-09-2014
 Place: Hyderabad



Annexure 16

The financial details and capital evolution of the transferee and transferor companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Vivimed Labs Limited

Particulars	(Rs. in Crores)		
	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
Equity Paid up Capital	16.20	16.2	13.9
Reserves and surplus	356.2	328	262
Carry forward losses	0	0	0
Net Worth	372	344.2	275.9
Miscellaneous Expenditure	0	0	0
Secured Loans	250.3	142.2	75.7
Unsecured Loans	40.9	41.7	64.2
Fixed Assets	412.85	414.2	303.2
Income from Operations	431.9	423.1	382
Total Income	433.5	426.5	383.3
Total Expenditure	394.7	375.1	331.9
Profit before Tax	38.8	51.3	51.4
Profit after Tax	26.6	36.7	40.4
Cash profit	20.72	53.9	14.5
EPS	16.43	22.87	29

Note: The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.

Name of the Company: Creative HealthCare Private Limited

Particulars	(Rs. in Crores)		
	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
Equity Paid up Capital	2.5	2.5	2.5
Reserves and surplus	25.5	21.6	13.31



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Carry forward losses	0	0	0
Net Worth	28	24.1	15.81
Miscellaneous Expenditure	0	0	0
Secured Loans	13.1	6.92	3.41
Unsecured Loans	0	0	0
Fixed Assets	13.13	12.61	9.36
Income from Operations	70.4	60.02	32.09
Total Income	70.43	60.03	32.14
Total Expenditure	64.48	54.03	27.82
Profit before Tax	5.95	6	4.32
Profit after Tax	3.9	4.39	3.28
Cash profit	5.34	5.64	4.28
EPS	15.6	17.56	13.13

Name of the Company: Octantis Nobel Labs Private Limited

Particulars	(Rs. in Crores)		
	As per last Audited Financial Year 2013-14	1 year prior to the last Audited Financial Year 2012-13	2 years prior to the last Audited Financial Year 2011-12
Equity Paid up Capital	2.3	2.3	2.3
Reserves and surplus	-5.89	-4.75	-1.6
Carry forward losses	0	0	0
Net Worth	-3.59	-2.45	0.7
Miscellaneous Expenditure	0	0	0
Secured Loans	0	3.12	2.99
Unsecured Loans	13.79	9.16	6.31
Fixed Assets	8.35	8.4	0.67
Income from Operations	0.81	3.03	3.33
Total Income	0.81	3.03	3.35
Total Expenditure	1.95	6.21	4.94
Profit before Tax	-1.14	-3.18	-1.59
Profit after Tax	-1.14	-3.18	-1.59
Cash profit	-1.09	-3.14	-1.57
EPS			

Name of the Company: Klar Sehen Private Limited

(Rs. in Crores)



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Particulars	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2013-14	2012-13	2011-12
Equity Paid up Capital	0.69	0.69	0.69
Reserves and surplus	18.6	16.4	12.82
Carry forward losses	0	0	0
Net Worth	19.29	17.09	13.51
Miscellaneous Expenditure	0	0	0
Secured Loans	2.46	0.49	0.46
Unsecured Loans	0.39	0.39	0.39
Fixed Assets	9.49	9.93	9.81
Income from Operations	26.99	24.076	20.62
Total Income	27.75	26.143	20.97
Total Expenditure	24.54	21.273	17.45
Profit before Tax	3.21	4.87	3.52
Profit after Tax	2.18	3.59	2.43
Cash profit	2.64	4.07	2.87
EPS	31.15	51.26	34.66

Name of the Company: Vivimed Labs (Alathur) Private Limited

Particulars	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2013-14	2012-13	2011-12
Equity Paid up Capital	50.17	65.88	65.88
Reserves and surplus	51.48	82.93	85.82
Carry forward losses	0	0	0
Net Worth	101.65	148.81	151.7
Miscellaneous Expenditure	0	0	0
Secured Loans	40.05	40.09	14.63
Unsecured Loans	0	40	0
Fixed Assets	52.42	87.28	11.59
Income from Operations	94.48	177.95	151.81
Total Income	95.51	182.12	152.95
Total Expenditure	106.99	169.38	126.45
Profit before Tax	-11.48	11.05	26.5

(Rs. in Crores)

Profit after Tax	-10.09	-2.88	16.7
Cash profit	0.29	9.31	17.9
EPS	-2.01	-0.44	2.55



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