

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L02411KA1988PLC009465

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACV6060A

(ii) (a) Name of the company

VIVIMED LABS LIMITED

(b) Registered office address

PLOT NO. 78-A,KOLHAR INDUSTRIAL AREA,
BIDAR
KARNATAKA.
Karnataka
585403

(c) *e-mail ID of the company

yugandhar.kopparthi@vivimed

(d) *Telephone number with STD code

04066086608

(e) Website

www.vivimedlabs.com

(iii) Date of Incorporation

22/09/1988

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74140TG1992PTC014044

Pre-fill

Name of the Registrar and Transfer Agent

AARATHI CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

1-2-285DOMALGUDA
HYDERABAD

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

27/09/2018

(b) Due date of AGM

30/09/2018

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

16

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FINOSO PHARMA PRIVATE LIM	U24231TG2009PTC064774	Subsidiary	100
2	VIVIMED SPECIALTY CHEMICAL	U24100KA2015PTC081669	Subsidiary	100

3	VIVIMED LIFE SCIENCES PRIVATE LIMITED	U24304TG2017PTC115352	Subsidiary	100
4	UQUIFA INDIA PRIVATE LIMITED	U24304TG2017FTC118240	Subsidiary	100
5	Vivimed Holdings Limited		Subsidiary	100
6	Vivimed Labs Europe Limited		Subsidiary	100
7	Vivimed Labs USA INC.		Subsidiary	100
8	Vivimed Labs UK Limited		Subsidiary	100
9	Vivimed Labs Spain S.L.		Subsidiary	100
10	Vivimed Labs Mauritius Limited		Subsidiary	100
11	Union Quimico Farmaceutica S.A.		Subsidiary	100
12	Holliday International Limited		Subsidiary	100
13	Uquifa Mexico S.A. de C.V.		Subsidiary	100
14	Vivimed Labs (Mascarene) Ltd		Subsidiary	100
15	YANTRA GREEN POWER PRIVATE LIMITED	U40108TG2013PTC087049	Associate	35.66
16	Vivimed Global Generics Pte Ltd		Joint Venture	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	82,523,915	82,523,915	82,523,915
Total amount of equity shares (in Rupees)	400,000,000	165,047,830	165,047,830	165,047,830

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	200,000,000	82,523,915	82,523,915	82,523,915
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	400,000,000	165,047,830	165,047,830	165,047,830

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	710,000	0	0	0
Total amount of preference shares (in rupees)	710,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference shares				
Number of preference shares	710,000	0	0	0
Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of preference shares (in rupees)	710,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	81,018,915	162,037,830	162,037,830	
Increase during the year	1,505,000	3,010,000	3,010,000	33,110,000
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	1,505,000	3,010,000	3,010,000	33,110,000
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0

x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	82,523,915	165,047,830	165,047,830	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(iii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]



Yes



No



Not Applicable

Separate sheet attached for details of transfers



Yes



No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="29/09/2017"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
----------------------------------------------------	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	------------------------------------------------------------

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
-------------------------------------------------	----------------------	-------------------------------------------	----------------------

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,864,320,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			1,864,320,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,613,860,000

(ii) Net worth of the Company

5,674,090,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	17,072,045	20.69	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,162,000	15.95	0	

10.	Others	0	0	0	
	Total	30,234,045	36.64	0	0

Total number of shareholders (promoters)

16

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	26,334,244	31.91	0	
	(ii) Non-resident Indian (NRI)	3,468,266	4.2	0	
	(iii) Foreign national (other than NRI)	1,369,840	1.66	0	
2.	Government				
	(i) Central Government	96,130	0.12	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	243,311	0.29	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	14,441,591	17.5	0	
10.	Others Foreign Portfolio Investor &	6,336,488	7.68	0	
	Total	52,289,870	63.36	0	0

Total number of shareholders (other than promoters)

30,559

**Total number of shareholders (Promoters+Public/
Other than promoters)**

30,575

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	16	16
Members (other than promoters)	19,258	30,559
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	5	0	4	1	13.66	1.96
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	5	5	4	6	13.66	1.96

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANTOSH VARALWAR	00054763	Managing Director	6,099,050	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MANOHAR RAO VARA	00059815	Whole-time director	1,794,225	
SUBHASH VARALWAR	00054789	Whole-time director	1,616,200	
WARALWAR SANDEEP	01682951	Whole-time director	3,069,765	
SRIRAMBATLA RAGHULAKSHI	02029812	Whole-time director	317,500	
BHAGVANTH RAO MAHARAJU	00117862	Director	0	
PAALURI VENKATARAMA	02033493	Director	0	
VENKATESWARULU P	02033441	Director	0	
NIXON PATEL	01717281	Director	0	
UMANATH VARAHABHADRAN	06539204	Director	0	
YUGANDHAR KOPPAR	AQWPK9257D	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PAVAN KUMAR MUNJI	ACQPM0616A	CEO	03/08/2017	Resignation
RAMESH CHALLA	ABFPC6330F	CFO	14/02/2018	Retirement

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/09/2017	17,697	86	42.26

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2017	10	7	70
2	27/05/2017	10	7	70
3	12/08/2017	10	8	80
4	31/08/2017	10	7	70
5	14/11/2017	10	10	100
6	14/02/2018	10	9	90
7	22/03/2018	10	8	80

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2017	3	3	100
2	Audit Committee	15/06/2017	3	2	66.67
3	Audit Committee	11/08/2017	6	4	66.67
4	Audit Committee	14/11/2017	6	6	100
5	Audit Committee	14/02/2018	6	6	100
6	Nomination and Remuneration Committee	17/04/2017	4	3	75
7	Nomination and Remuneration Committee	03/11/2017	4	2	50
8	Nomination and Remuneration Committee	31/03/2018	3	1	33.33
9	CSR Committee	31/03/2018	4	2	50
10	Stakeholders Forum	31/03/2018	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2018
								(Y/N/NA)
1	SANTOSH VA	7	6	85.71	0	0	0	Yes
2	MANOHAR RA	7	7	100	0	0	0	No
3	SUBHASH VA	7	7	100	5	3	60	No
4	WARALWAR	7	6	85.71	5	2	40	No
5	SRIRAMBATL	7	5	71.43	5	3	60	Yes
6	BHAGVANTH	7	6	85.71	5	5	100	No
7	PAALURI VEN	7	7	100	5	5	100	No
8	VENKATESW	7	4	57.14	5	2	40	No
9	NIXON PATEL	7	2	28.57	0	0	0	No
10	UMANATH VA	7	7	100	5	3	60	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANTOSH VARALV	Managing Direct	6,000,004	0	0	0	6,000,004
2	MANOHAR RAO V	Whole-time direc	6,000,004	0	0	0	6,000,004
3	SUBHASH VARALV	Whole-time direc	6,000,004	0	0	0	6,000,004
4	VARALWAR SAND	Whole-time direc	6,000,004	0	0	0	6,000,004
5	SRIRAMBATLA RA	Whole-time direc	5,000,004	0	0	0	5,000,004
	Total		29,000,020	0	0	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Yugandhar Koppart	Company Secre	2,178,262	0	0	0	2,178,262

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Ramesh Challa	Chief Financial Officer	8,598,603	0	0	0	8,598,603
3	Pavan Kumar M	Chief Executive Officer	1,278,560	0	0	0	1,278,560
	Total		12,055,425	0	0	0	0

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BHAGVANTH RAO	Director	400,000	0	0	0	400,000
2	PAALURI VENKAT, RAO	Director	425,000	0	0	0	425,000
3	NIXON PATEL	Director	50,000	0	0	0	50,000
4	VENKATESWARULU	Director	275,000	0	0	0	275,000
5	UMANATH VARAHAN	Director	250,000	0	0	0	250,000
	Total		1,400,000	0	0	0	0

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

N.V.S.S.SURYANARAYANA RAO

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

2886

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... **NA** dated **13/08/2018**

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

MANOHAR
RAO
VARALWAR

DIN of the director

00059815

To be digitally signed by

VENKATA SATYA
SESHA
SURYANARAYANA
RAO NEDUNURI

- ☐ Company Secretary
☒ Company secretary in practice

Membership number

5868

Certificate of practice number

2886

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of shareholders31032018.pdf
Transfers.pdf
Form No MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company