



Vivimed

Date: 28.01.2020

To
BSE Limited
Listing Department
P.J.Towers, Dalal Street,
Mumbai – 400001
BSE - Scrip Code : 532660

National Stock Exchange of India Ltd
Listing Department,
Exchange Plaza, Bandra Kurla Complex,
Bandra(E), Mumbai – 400051
NSE- Symbol: VIVIMEDLAB


Dear Sir/Madam

Further to our intimation dated 14.11.2019, we are herewith submitting/providing the following documents/information for your information:

1. Enclosed the Postal Ballot Notice & Postal Ballot form.
2. The Company has fixed Friday, 24th day of January, 2020 as the Cut Off date for the Shareholders (holding equity shares of the Company in both electronic and physical form) eligible to cast their vote through postal ballot/e-voting. The Company would be availing e-voting services of Central Depository Services (India) Ltd (CDSL).
3. The E-voting period begins on Friday, 31st day of January, 2020 at 9.00 a.m. (IST) and ends on the Saturday, 29th day of February, 2020 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of Friday, 24th day of January, 2020, may cast their vote through postal ballot/e-voting.

You are requested to take note of the above.

Thanking you
Yours Truly,
For Vivimed Labs Limited


K. Yugandhar
Company Secretary



Vivimed Labs Limited.

CIN: L02411KA1988PLC009465
Registered Office: #78/A, Kolhar Industrial Area,
Bidar, Karnataka - 585 403, India.
T +91 (0) 8482-232045, F +91 (0) 8482-232436
Email: contact@vivimedlabs.com | www.vivimedlabs.com

Corporate Office:

North End, Road No. 2
Banjara Hills, Hyderabad,
Telangana - 500 034, India.
GSTIN: 36AAACV6060A1ZQ
T +91(0) 40-6608-6608, F +91(0) 40-6608-6699



Vivimed

VIVIMED LABS LIMITED

[CIN: L02411KA1988PLC009465]

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

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

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

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

Postal Ballot Notice

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (the 'Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014, (the 'Rules') and Secretarial Standard-2 issued by the Institute of Company Secretaries of India including any statutory modification and re-enactment thereof, and other applicable laws and regulations for the time being in force for transacting the Special Business by the members of Vivimed Labs Limited (the 'Company') by passing the Resolutions appended below for approval by way of Postal Ballot / Electronic Voting (e-voting).

The Board of Directors at its meeting held on 14th day of November, 2019, has appointed Mr.N.V.S.S.Rao, Practicing Company Secretary (Membership No:5868), as scrutinizer for conducting the postal ballot (physical and e-voting process) in a fair and transparent manner.

This notice is being sent to all members / beneficiaries whose names appear on the Register of Members / Record of Depositories as on Cut-of-date i.e. Friday, 24th day of January, 2020.

The proposed resolutions and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members along with the postal ballot form (the 'Form' or the 'Postal Ballot Form'). The members are requested to peruse the proposed resolutions along with the explanatory statement and carefully read the instructions printed in the Postal Ballot Form and return the duly completed form in all respects in the attached self-addressed business reply envelope so as to reach the Scrutinizer not later than on Saturday, 29th day of February, 2020 at 5:00 P.M. (IST). The Company is also providing e-voting facility for voting on the resolutions. Members desiring to opt for e-voting facility are requested to read the notes to the Notice of Postal Ballot and instructions given thereunder for e-voting purpose.

Special Business:

Item No. 1: To issue Convertible Warrants to Promoter(s)/Promoter Group of the Company on preferential basis:

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

"RESOLVED THAT pursuant to Sections 62,42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"2009 ICDR Regulations"**) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **"2018 ICDR Regulations"**), as applicable (the 2009 ICDR Regulations and the 2018 ICDR Regulations collectively

referred to as “**ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“**SEBI**”) and the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), or any other authority / body (including any amendment there to or re-enactment there of) and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/sanctions/permissions and/or consents, if any, and which may be agreed by the board of directors of the Company (here in after referred to as “the **Board**” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Company be and is here by accorded to the Board, to create, offer, issue and allot from time to time, in one or more tranches upto 1,50,00,000 (One hundred Fifty Lakhs only) warrants exercisable as per its terms and conditions (“Promoter Warrants”) on a preferential basis to the members of the Promoter and/or Promoter Group of the Company (“Promoter Warrant Holders”) in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, and at the minimum allotment price as may be arrived at in accordance with Chapter V of the ICDR Regulations 2018 (the “Issue Price”), provided that each of the Promoter Warrants shall, subject to the terms and conditions, entitle the holder(s) thereof to subscribe for and be allotted one equity share of the face value of Rs.2/- (Rupees Two Only) each of the Company (the “Equity Share”).

Proposed allottees details:

Sl. No.	Name of the Proposed Allottees	Category	No of convertible warrants to be allotted
1	BBR Green Fields Private Limited	An Indian Private Limited Company	1,00,00,000
2	Ashwini Gooty Agraharam	Resident Indian	25,00,000
3	Madhavi Varalwar	Resident Indian	25,00,000
		Total	1,50,00,000

RESOLVED FURTHER THAT as per the ICDR Regulations the “Relevant Date” for the purpose of determining the issue price of the Warrants shall be Thursday, 30th January, 2020, being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for receipt of the duly completed Postal Ballot Forms/e-voting, i.e., Saturday, 29th day of February, 2020.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of INR 2 each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

- (iii) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder there of any rights akin to that of share holder(s) of the Company;
- (iv) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- (v) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the then existing Equity Shares of the Company.
- (vi) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT, the Board be and is here by authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions ,including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandam, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSD Land CDSL and for the credit of such Warrant to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds there of, and take all steps and decisions in this regard.”

Item No. 2: To issue Convertible Warrants to Non-Promoter(s)/Non-Promoter Group of the Company on preferential basis:

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

“**RESOLVED THAT** pursuant to Sections 62, 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “**2009 ICDR Regulations**”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**2018 ICDR Regulations**”), as applicable (the 2009 ICDR Regulations and the 2018 ICDR Regulations collectively referred to as “**ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“**SEBI**”) and the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), or any other authority/body (including any amendment there to or re-enactment there of) and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons,

if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/sanctions/permissions and/or consents, if any, and which may be agreed by the board of directors of the Company (herein after referred to as “the **Board**” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Company be and is here by accorded to the Board, to create, offer, issue and allot from time to time, in one or more tranches upto 1,00,00,000 (One Crore only) warrants exercisable as per its terms and conditions (“Non-Promoter Warrants”) on a preferential basis to the members of the Non-Promoter and/or Non-Promoter Group of the Company (“Non-Promoter Warrant Holders”) in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, and at the minimum allotment price as may be arrived at in accordance with Chapter V of the ICDR Regulations 2018 (the “Issue Price”), provided that each of the Non-Promoter Warrants shall, subject to the terms and conditions, entitle the holder(s) thereof to subscribe for and be allotted one equity share of the face value of Rs.2/- (Rupees Two Only) each of the Company (the “Equity Share”).

Proposed allottees details:

Sl. No.	Name of the Proposed Allottees	Category	No of convertible warrants to be allotted
1	Finman Global Private Limited	An Indian Private Limited Company	50,00,000
2	Essell Tradelinks India Limited	An Indian Private Limited Company	50,00,000
		Total	1,00,00,000

RESOLVED FURTHER THAT as per the ICDR Regulations the “Relevant Date” for the purpose of determining the issue price of the Warrants shall be Thursday, 30th January, 2020, being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last dates specified for receipt of the duly completed Postal Ballot Forms/e-voting, i.e., Saturday, 29th day of February, 2020.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of INR 2 each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder (s) on the exercise of the Warrant (s).
In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iii) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of share holder (s) of the Company;
- (iv) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- (v) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- (vi) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT, the Board be and is here by authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDS Land for the credit of such Warrant to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the afore said resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts what so ever that may arise, including without limitation in connection with the issue and utilization of proceeds there of, and take all steps and decisions in this regard.”

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

Sd/-
K. Yugandhar
Company Secretary

Place: Hyderabad
Date: 14.11.2019

NOTES:

1. The following is annexed with this Notice:
 - (a) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of the special business.
 - (b) Instructions for e-voting.
2. Documents referred to in the accompanying notice and explanatory statement there to, will be open for inspection by members at the Registered Office of the Company during office hours between 11:00 am to 1:00 pm, on all working days except Saturday, Sunday and National Holiday until the last date for receipt of votes by Postal Ballot/e-voting i.e. Saturday, 29th day of February, 2020.
3. Pursuant to Sections 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility to the members to exercise their right to vote using an electronic voting system in respect of all resolutions proposed to be considered through this Notice of Postal Ballot. The company has engaged services of Central Depository Services (India) Limited (CDSL) to provide remote e - Voting facility of casting the votes by the members.
4. The members may cast their votes using an electronic voting system (“**e-voting**”). Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to yugandhar.kopparthi@vivimedlabs.com or info@aarthiconsultants.com by mentioning their

Folio/DPID and Client ID No or download from Company's website www.vivimedlabs.com. However, the duly completed Ballot Form should reach the corporate office of the Company (North End, Road No. 2, Banjara Hills, Hyderabad, Telangana – 500034, India) no later than **Saturday, 29th day of February, 2020 at 5:00 pm (IST)**. A Member can opt for only one mode of voting i.e. either through e-voting or by postal ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the postal ballot shall be treated as invalid.

5. Notice is being sent to all Members/beneficiaries, whose names appear on the Register of Members/Record of Depositories as on **Cut off Date i.e. Friday, 24th day of January, 2020**, and a person whose name is not appearing on the Register of Members/Record of Depositories as on Cut-off Date should treat this Notice for information purposes only. Voting rights shall be reckoned on the shares registered in the name of members as on that date. The Postal Ballot Notice is being sent by e-mail to the members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Transfer Agent (in case of physical shareholding). For members of the Company whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Postal Ballot Form are being sent by permitted mode along with self-addressed business reply envelope. The Postal Ballot Notice may also be accessed on Company's website i.e. www.vivimedlabs.com.
6. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
7. Based on the consent received from Mr. N.V.S.S.Rao, Practicing Company Secretary (Membership No: 5868) Practicing Company Secretaries, the Board has appointed him as the Scrutinizer to scrutinize the e-voting and postal ballot process in a fair and transparent manner.
8. The voting shall be reckoned in proportion to the member's share of the paid-up equity share capital of the Company as on the date reckoned in Note 5 above.
9. Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.
10. The Scrutinizer shall prepare a consolidated Scrutinizer's Report on the total votes cast in favour or against, if any. The said report will be counter signed by the Chairman or a person authorized by him in writing and the results of the voting shall be declared on **Saturday, 29th day of February, 2020**, and will be displayed at the Corporate Office of the Company. The result shall also be communicated to Stock Exchanges and the same along with Scrutinizer's Report will be displayed on the website of the Company www.vivimedlabs.com as well as on the website of www.evotingindia.com. **The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.**
11. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. **Saturday, 29th day of February 2020**. Further, resolutions passed by the members through postal ballot and remote e-voting are deemed to have been passed effectively at a general meeting.
12. Members who opt to vote by postal ballot shall ensure that they carefully read the instructions printed on the Postal Ballot Notice/Postal Ballot Form and return the duly completed and signed Ballot Forms in the enclosed self-addressed business reply envelope (postage where of shall be borne and paid by the Company) so as to reach the Scrutinizer on or before **5:00 pm on Saturday, 29th day of February, 2020**. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the address given on the self – addressed business reply envelope (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the aforementioned date shall be treated as if reply from the Members have not been received. Unsigned/blank/incomplete/ defaced/mutilated/incorrectly ticked Ballot Forms will be rejected.

Members cannot exercise their vote by proxy on Postal Ballot. Members desiring to exercise their vote through e-voting are requested to read the information and other instructions relating to e-voting as mentioned below.

INSTRUCTIONS FOR VOTING:

I. VOTING IN PHYSICAL FORM:

For voting by Postal Ballot, Members are requested to carefully read the instructions printed along with the Postal Ballot form before exercising their vote.

II. VOTING THROUGH ELECTRONIC MODE:

A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/ Registrars):

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Friday, 31st day of January, 2020 at 9.00 A.M and ends on Saturday, 29th day of February, 2020 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 24th day of January, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter, RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company name <VIVIMED LABS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ivx) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Contact details for queries relating to e-voting:

Name: Mr.Rakesh Dalvi

Designation: Manager

Address: A Wing, 25thFloor, Marathon Futurex,
Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E),
Mumbai – 400013.

Email id: helpdesk.evoting@cdslindia.com

Phone number: 1800225533

B. In case of members receiving the physical copy of the Postal Ballot Notice by courier (for members whose e-mail ids are not registered with the Company/Depositories):

- a. Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote.

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

Item No.1 – Material Facts Relating to the Preferential Allotment of Share Warrants (Promoter Warrants):

The Company intends to mobilize funds for the purpose of funding needs of the Company viz., to meet the working capital requirements, general corporate purposes, to support the future growth plans of the Company and to further invest in the subsidiaries. The Board of Directors in its meeting held on 14th November, 2019 has considered and approved the proposal, subject to the approval of shareholders, to raise further capital by issuing Convertible Share Warrants on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and authorised the Managing Director to finalize the terms of issue and do the needful as required under the said Regulations. Accordingly, it was proposed to issue 1,50,00,000 Convertible Share Warrants, having attached there to the right to subscribe for equal number of Equity Shares of Rs.2/- each, at an issue price not below the price calculated as per Regulation 164/165 of Chapter V of ICDR Regulations on preferential basis to the persons whose details are specified in the proposed resolution.

The proposed resolution requires the approval of shareholders by way of a Special Resolution under provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder and Chapter V of ICDR Regulations, as amended. Further, the issue, allotment and conversion are subject to the terms of provisions of Sections 42 and 62 of the Companies Act, 2013 in addition to the provisions of Chapter V of ICDR Regulations. The Board recommends the Resolution at item no. 1 stated above to be passed as a Special Resolution.

Other information prescribed under Regulation 163 of the SEBI (ICDR) Regulations and other applicable laws in relation to the Proposed Special Resolution asset out at item No.1 are given here under:

(a) Object(s) of the issue:

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements, general corporate purposes, to support the future growth plans of the Company and to further invest in the subsidiaries. Infusion of further capital will enable the Company to grow further and realize the objectives more effectively.

(b) Maximum number of specified securities to be issued:

As per the Resolution, the Board is authorised to issue a maximum of 1,50,00,000 Convertible Share Warrants and each warrant on exercising the option by the Warrant holder, shall get converted in to equity share of Rs.2/- each at an issue price not below the price calculated as per Regulation 164/165 of Chapter V of ICDR Regulations.

(c) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

The preferential issue of Promoter Warrants is being made to the 'Promoter(s) or Promoter Group' of the Company. The Proposed allottees i.e BBR Green Fields Private Limited, Ashwini Gooty Agraharam and Madhavi

Varalwar have conveyed their intention to subscribe to the offer. (the proposed allottees are relatives to the existing promoters/Directors viz Mr Santosh Varalwar, Mr Manohar Rao Varalwar, Mr Sandeep Varalwar, Mr S Raghunandan and Mr Subhash Varalwar). As per the definition given in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, they will come under Promoter Group. Other than Proposed allottees, no Promoter or Director or Key Managerial Personnel is intending to participate/subscribe to the present offer.

(d) Relevant Date:

The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity share pursuant to the preferential allotment is Thursday, 30th January, 2020 ("Relevant Date") (i.e. being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed).

(e) Pricing of the Issue:

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

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

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

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

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

The price of Warrants to be issued is fixed in accordance with the provisions of SEBI (ICDR) Regulations.

(f) The Company here by undertakes that:

- i. It would re-compute the price of the Securities specified above interms of the provisions of the SEBI (ICDR) Regulations, 2018, if it is required to do so.

- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above-specified securities shall continue to be locked in till the time such amount is paid by allottees.

(g) Pre-issue and Post issue Share holding Pattern:

Share holding pattern before and after the proposed preferential issue of warrants is as follows:

Category	Pre-Issue Equity Shareholding		After Allotment of Warrants	
	No. of shares	% of Holdings	No. of shares	% of Holdings
(A) Shareholding of Promoter & Promoter Group				
1. Indian Individuals/ Body Corporate (Including Persons Acting in concert)	28384045	34.23	43384045	40.20
Sub- Total (A) (1)	28384045	34.23	43384045	40.20
2.Foreign Individuals(NRI's/Foreign individuals) (including Persons Foreign Body Corporate)	-	-	-	-
Sub- Total (A) (2)	-	-	-	-
Total Shareholding of Promoter & Promoter Group(A)=(A)(1) + (A)(2)	28384045	34.23	43384045	40.20
(B) Public Share Holding	-	-	-	-
1.Institutions Financial institutions/Banks FIIs	3501983	4.22	3501983	3.25
Sub- Total (B) (1)	3501983	4.22	3501983	3.25
2. Central / State Government	96130	0.12	96130	0.09
3. Non-Institutions	-	-	-	-
Foreign Nationals	1369840	1.65	1369840	1.27
Foreign Bodies Corporate	9150685	11.04	9150685	8.48
Individual shareholders holding nominal share capital up to Rs.2 lakhs	25446188	30.69	25446188	3.58
Shareholders holding nominal share capital in excess of Rs. 2 Lakh	3859427	4.65	3859427	3.58
Any Other (specify)-NRI	4213272	5.08	4213272	3.90
Clearing Member	776079	0.94	776079	0.72
Bodies Corporate	6111766	7.37	16111766	14.93
NBFC's registered with RBI	500	0.00	500	0.00
Trust	4000	0.00	4000	0.00
Sub- Total (B) (2)	50931757	61.43	60931757	56.46
(B)-Total Public Shareholding (B)=(B)(1) + (B) (2) (B) (3)	54529870	65.77	64529870	59.80
GRAND TOTAL (A+B)	82913915	100.00	107913915	100.00

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on September 30, 2019.
2. Assuming the post issue holding of all the other shareholders will remain the same, as it was on the date, on which the Preissue shareholding pattern was prepared.
3. Assuming the conversion of warrants may happen in FY 2021-22.
4. Name of proposed allottees and the percentage of post preferential offer capital that may be held by them.
5. Assuming proposed issue of warrants to non promoter group through this postal ballot.

(h) Proposed time within which preferential issue of Warrants shall be completed:

As required under the ICDR Regulations, 2018, the preferential issue/allotment of Warrants shall be completed within a period of 15 [Fifteen] days from the date of passing of the Special Resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.

- (a) The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees; the percentage of the paid- capital of the Company that may be held by the proposed allottee post completion of the proposed Preferential Issue and change in control, if any, in the Company, consequent to the Preferential Issue:

The identity of the natural persons who are the ultimate beneficial owners of the Convertible Share Warrants proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by the monafully diluted basis is given in the following table:

Name of proposed Allottee	Category	Ultimate beneficial owners	% of post-Preferential capital to be held	Change in Control, if any
BBR Green Fields Private Limited, a company incorporated in India Under the laws of India	Promoters Group	100% beneficial ownership is held by Tanisha Varalwar & Tanmayi Varalwar	9.26	N.A.

(i) Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed issue of warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

(j) Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the share holding pattern on exercise of Warrants.

(k) Lock-in Period:

- i. The warrants allotted on preferential basis and the equity shares to be allotted pursuant to exercise of options attached to such warrants shall be subject to 'lock-in' in accordance with ICDR Regulations.

- ii. The entire pre-preferential share holding of proposed allottees, if any, shall also be locked-in from the relevant date upto a period of six months from the date of allotment of such warrants as per ICDR Regulations.

(l) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price post 31st March, 2019 and upto the date of this Notice : NIL

(m) Other Disclosure :

- i. It is here by confirmed that neither the Company nor any of its Promoters or Directors is a wiful defaulter.
- ii. A copy of the certificate from the Company's statutory auditor certifying that the issue is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days (i.e. except Saturdays, Sundays & Public Holidays) until the Last date for receipt of votes by Postal Ballot/e-voting i.e. Saturday, 29th day of February, 2020.
- iii. The ICDR Regulations provide that preferential issue of specified securities by a listed company would require approval of its share holders by way of a Special Resolution. The warrants proposed to be allotted under this resolution are subject to the terms and conditions as specified under the Chapter V of ICDR Regulations.

Except Mr.Santosh varalwar, Managing Director, (being related to the Promoter and Director of the proposed allottee) and Mr.Manohar Rao Varalwar, Mr.Sandeep Varalwar and Mr.S.Raghunandan), Whole-time Directors, and Mr.Subhash Varalwar, Non – Executive Director, none of the other Directors, other Key Managerial Person(s) of the Company is, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item 2 - Material Facts Relating to the Preferential Allotment of Share Warrants (Non-Promoter Warrants):

The Company intends to mobilize funds for the purpose of funding needs of the Company viz., to meet the working capital requirements, general corporate purposes, to support the future growth plans of the Company and to further invest in the subsidiaries. The Board of Directors in its meeting held on 14th November, 2019 has considered and approved the proposal, subject to the approval of shareholders, to raise further capital by issuing Convertible Share Warrants on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and authorised the Managing Director to finalize the terms of issue and do the needful as required under the said Regulations. Accordingly, it was proposed to issue 1,00,00,000 Convertible Share Warrants, having attached thereto the right to subscribe for equal number of Equity Shares of Rs.2/- each, at an issue price not below the price calculated as per Regulation 164/165 of Chapter V of ICDR Regulations on preferential basis to the persons whose details are specified in the proposed resolution.

The proposed resolution requires the approval of share holders by way of a Special Resolution under provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made there under and Chapter V of ICDR Regulations, as amended. Further, the issue, allotment and conversion are subject to the terms of provisions of Sections 42 and 62 of the Companies Act, 2013 in addition to the provisions of Chapter V of ICDR Regulations. The Board recommends the Resolution at item no.2 stated above to be passed as a Special Resolution.

Other information prescribed under Regulation 163 of the SEBI (ICDR) Regulations and other applicable laws in relation to the Proposed Special Resolution asset out at item No.2 are given here under:

(a) Object(s) of the issue:

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements, general corporate purposes, to support the future growth plans of the Company and to further invest in the subsidiaries. Infusion of further capital will enable the Company to grow further and realize the objectives more effectively.

(b) Maximum number of specified securities to be issued:

As per the Resolution, the Board is authorised to issue a maximum of 1,00,00,000 Convertible Share Warrants and each warrant on exercising the option by the Warrant holder, shall get converted into equity share of Rs.2/- each at an issue price not below the price calculated as per Regulation 164/165 of Chapter V of ICDR Regulations.

(c) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

The preferential issue of non Promoter Warrants is being made to the 'non Promoter(s) or non Promoter Group' of the Company. The Proposed allottees, i.e Finman Global Private Limited and Essell Tradelinks India Limited have conveyed their intention to subscribe to the offer. No Non-Promoter Warrants or Equity Shares are being offered to the directors, key managerial personnel or relatives of directors / key managerial personnel of the Company.

(d) Relevant Date:

The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity share pursuant to the preferential allotment is Thursday, 30th January, 2020 ("Relevant Date") (i.e. being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed).

(e) Pricing of the Issue:

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

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

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

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

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

The price of Warrants to be issued is fixed in accordance with the provisions of SEBI (ICDR) Regulations.

(f) The Company here by undertakes that :

- i. It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018, if it is required to do so.
- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above-specified securities shall continue to be locked in till the time such amount is paid by allottees.

(g) Pre-issue and Post issue Share holding Pattern:

Share holding pattern before and after the proposed preferential issue of warrants is as follows:

Category	Pre-Issue Equity Shareholding		After Allotment of Warrants	
	No. of shares	% of Holdings	No. of shares	% of Holdings
(A) Shareholding of Promoter & Promoter Group				
1. Indian Individuals/ Body Corporate (Including Persons Acting in concert)	28384045	34.23	43384045	40.20
Sub- Total (A) (1)	28384045	34.23	43384045	40.20
2.Foreign Individuals(NRI's/Foreign individuals) (including Persons Foreign Body Corporate)	-	-	-	-
Sub- Total (A) (2)	-	-	-	-
Total Shareholding of Promoter & Promoter Group(A)=(A)(1) + (A)(2)	28384045	34.23	43384045	40.20
(B) Public Share Holding	-	-	-	-
1.Institutions Financial institutions/Banks FIIs	3501983	4.22	3501983	3.25
Sub- Total (B) (1)	3501983	4.22	3501983	3.25
2. Central / State Government	96130	0.12	96130	0.09
Sub- Total (B) (2)	96130	0.12	96130	0.09
3. Non-Institutions	-	-	-	-
Foreign Nationals	1369840	1.65	1369840	1.27
Foreign Bodies Corporate	9150685	11.04	9150685	8.48
Individual shareholders holding nominal share capital up to Rs.2 lakhs	25446188	30.69	25446188	3.58
Shareholders holding nominal share capital in excess of Rs. 2 Lakh	3859427	4.65	3859427	3.58
Any Other (specify)-NRI	4213272	5.08	4213272	3.90
Clearing Member	776079	0.94	776079	0.72
Bodies Corporate	6111766	7.37	16111766	14.93
NBFC's registered with RBI	500	0.00	500	0.00
Trust	4000	0.00	4000	0.00
Sub- Total (B) (3)	50931757	61.43	60931757	56.46
(B)-Total Public Shareholding (B)=(B)(1) + (B) (2) (B) (3)	54529870	65.77	64529870	59.80
GRAND TOTAL (A+B)	82913915	100.00	107913915	100.00

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on September 30, 2019.
2. Assuming the post issue holding of all the other shareholders will remain the same, as it was on the date, on which the Preissue shareholding pattern was prepared.
3. Assuming the conversion of warrants may happen in FY 2021-22.
4. Name of proposed allottees and the percentage of post preferential offer capital that may be held by them.
5. Assuming proposed issue of warrants to promoter group through this postal ballot.

(h) Proposed time within which preferential issue of Warrants shall be completed:

As required under the ICDR Regulations, 2018, the preferential issue/allotment of Warrants shall be completed within a period of 15 [Fifteen] days from the date of passing of the Special Resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.

- (a) The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees; the percentage of the paid- capital of the Company that may be held by the proposed allottee post completion of the proposed Preferential Issue and change in control, if any, in the Company, consequent to the Preferential Issue:

The identity of the natural persons who are the ultimate beneficial owners of the Convertible Share Warrants proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by the monafully diluted basis is given in the following table:

Name of proposed Allottee	Category	Ultimate beneficial owners	% of post-Preferential capital to be held	Change in Control, if any
Finman Global Private Limited, a company incorporated in India Under the laws of India	Non Promoters Group	100% beneficial ownership is held by C.Kiran Kumar and his associates	4.63	N.A.
Essell Tradelinks India Limited, a company incorporated in India Under the laws of India	Non Promoters Group	100% beneficial ownership is held by C.Kiran Kumar and his associates	4.63	N.A.

(i) Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed issue of warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

(j) Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the share holding pattern on exercise of Warrants.

(k) Lock-in Period:

- i. The warrants allotted on preferential basis and the equity shares to be allotted pursuant to exercise of options attached to such warrants shall be subject to 'lock-in' in accordance with ICDR Regulations.
- ii. The entire pre-preferential share holding of proposed allottees, if any, shall also be locked-in from the relevant date upto a period of six months from the date of allotment of such warrants as per ICDR Regulations.

(l) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price post 31st March,2019 and upto the date of this Notice : NIL

(m) Other Disclosure:

- i. It is here by confirmed that neither the Company nor any of its Promoters or Directors is a wifful defaulter.
- ii. A copy of the certificate from the Company's statutory auditor certifying that the issue is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days (i.e. except Saturdays, Sundays & Public Holidays) until the Last date for receipt of votes by Postal Ballot/e-voting i.e. Saturday, 29th day of February, 2020.
- iii. The ICDR Regulations provide that preferential issue of specified securities by a listed company would require approval of its share holders by way of a Special Resolution. The warrants proposed to be allotted under this resolution are subject to the terms and conditions as specified under the Chapter V of ICDR Regulations.

none of the Directors, other Key Managerial Person(s) of the Company is, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

Sd/-
K.Yugandhar
Company Secretary

Place: Hyderabad
Date: 14.11.2019



Vivimed

VIVIMED LABS LIMITED

[CIN: L02411KA1988PLC009465]

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

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

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

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

POSTAL BALLOT FORM

Serial No. :

Name(s) of Member(s) :
(including joint holders,
if any)

Registered address of the :
sole/first named Member

Registered Folio No./ :
DP ID & Client ID*
(*Applicable to Members
holding equity shares in
dematerialized form)

No. of equity shares held :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through postal ballot for the businesses stated in the postal ballot notice of the Company dated November 14, 2019 (“Notice”), by conveying my/our assent or dissent to the said resolution(s) by placing tick ((✓)) mark at the appropriate boxes below :

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

Place :

Date :

E-mail address : _____

Contact No. : _____

(Signature of the Member/Authorized Representative)

Last date for receipt of Postal Ballot Form by the Scrutinizer: Saturday, 29th day of February, 2020 by 5:00 p.m. (IST)

ELECTRONIC VOTING PARTICULARS

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

The E-voting particulars are as set out below:

EVSN (Electronic Voting Sequence Number)	User ID	Password

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

Commencement of E-voting	End of E-voting
Friday, 31 st day of January, 2020 at 9.00 A.M. (IST)	Saturday, 29 th day of February, 2020 at 5:00 P.M. (IST)

- Notes:
1. Please read the instructions printed below carefully before exercising the vote through this form.
 2. For E-voting facility, please refer "Procedure for voting through electronic means" in the Notice attached.
 3. E-voting shall be disabled at 5:00 p.m. (IST) on Saturday, 29th day of February, 2020 at 5:00 P.M..

INSTRUCTIONS

1. This ballot form ("Postal Ballot Form") is provided for the benefit of Members who do not have access to E-voting facility, to enable them to send their assent or dissent by post for the resolution(s) included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
6. The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
 - a) The Postal Ballot Form other than the one issued by the Company is used;
 - b) The Postal Ballot Form has not been signed by or on behalf of the Member;

- c) The signature of the Member / authorized representative does not tally with the records of the Company / Registrar & Share Transfer Agents / Depository Participant;
 - d) The Member has put a tick mark (✓) in both the columns, that is, for “Assent” and also for “Dissent” in respect of the resolution(s) in such a manner that the aggregate number of shares voted for “Assent” and “Dissent” exceed the total number of shares held;
 - e) The Postal Ballot Form is unsigned, incomplete or incorrectly filled or not submitted within the prescribed date and time;
 - f) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified true copy of the document granting authority signed by specific authority;
 - g) The Member has made any amendment to the resolution(s) or imposed any condition while exercising the vote;
 - h) The Postal Ballot Form is received torn or defaced or mutilated;
 - i) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
7. Postal Ballot Forms received after 5:00 p.m. (IST) on Saturday, 29th day of February, 2020 will be strictly treated as invalid / as if the reply from the Member has not been received.
 8. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate column.
 9. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories, as on Friday, January 24, 2020.
 10. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder. If the same is/ are already registered with the Company/Registrar and Share Transfer Agent/Depository Participant, please quote the registration no. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.
 11. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
 12. For obtaining a duplicate form, an eligible Member may write to the Company at its Corporate office / Registrar and Transfer Agents of the Company at M/s Aarthi Consultant Pvt Ltd, Unit: Vivimed Labs Ltd 1-2-285, Domalguda, Hyderabad – 500029, or send an e-mail at info@arthiconsultants.com or yugandhar.kopparthi@vivimedlabs.com . However, the duly filled in duplicate form should reach within the date and time specified above.
 13. The Scrutinizer’s decision on the validity of postal ballot will be final.