

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of Vivimed Labs Limited will be held on Wednesday, 30th , September 2015 at 11.30 a.m. at 78/A, Kolhar Industrial Area, Bidar – 585403, Karnataka State to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Stand alone Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the Financial Year ended on March 31, 2015, Cash Flow Statement for the Financial Year ended March 31, 2015 and reports of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the Financial Year ended on March 31, 2015, Cash Flow Statement for the Financial Year ended March 31, 2015 and Report of Auditors thereon.
3. To appoint a Director in place of Mr. Srinivas Chidambaram, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sandeep Varalwar , who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. S.Raghunandan, who retires by rotation and being eligible offers himself for re-appointment.
6. **Appointment of Auditors**
To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s.P.Murali & Co. Hyderabad, Chartered Accountants, (Registration No. 007257S), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29 th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the Remuneration of the Auditors.”

Special Business:

7. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act and Clause 49 of Listing Agreement, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mrs.Umanath Varahabhotla (DIN:06539204), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director (Woman Director) of the Company, for a period of for five consecutive years from September 30, 2015 up to 32nd Annual General Meeting to be held in calendar year 2020 and she shall not be liable to retire by rotation.”

8. To re-appoint Mr. Santosh Varalwar as Managing Director & Chief Executive Officer of the Company in terms of provisions of Sections 196, 197, 203 read with schedule V to the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such other approvals and consents as may be necessary including the approval of the Central Government, the consent of the members be and is hereby accorded for the reappointment of Mr. Santosh Varalwar (holding DIN 00054763), as Managing Director & Chief Executive Officer of the Company, being a director not liable to retire by rotation, for a period of five years effective from 14th August, 2015 on a remuneration inclusive of all perquisites and allowances aggregating to ₹120 lakhs per annum (for each financial year) and in addition, commission on net profits provided however, that the said salary, commission and all perquisites together shall not exceed

2(two) percent of the net profits of the of Company calculated in accordance with the procedure laid down under section 198 of the Companies Act, 2013

RESOLVED FURTHER THAT the aggregate of above salary, perquisites and allowances taken together shall be subject to the overall ceilings laid down under Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr.Santosh Varalwar , the remuneration by way of salary, perquisites,commission or any other allowances as specified above and in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT as Mr. Santosh Varalwar, Managing Director & Chief Executive Officer shall not be paid sitting fees for attending meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, ambiguity or doubt that may arise in relation thereto, in order to give effect to the foregoing resolution.

The limits of the remuneration specified above are the maximum limits and the Board / Nomination and Remuneration Committee at its discretion may revise the above limits within the maximum limits to comply with the requirements of sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act.

9. To re-appoint Mr.Manohar Rao Varalwar as Whole Time Director of the Company in terms of provisions of Sections 196, 197, 203 read with schedule V to the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such other approvals and consents as may be necessary including the approval of the Central Government, the consent of the members be and is hereby accorded for the reappointment of Mr. Manohar Rao Varalwar (holding DIN. 00059815), as Whole Time Director of the Company, being a director liable to retire by rotation, for a period of five years effective from 14th August, 2015 on a remuneration inclusive of all perquisites and allowances aggregating to ₹120 lakhs per annum (for each financial year) and in addition, commission on net profits provided however, that the said salary, commission and all perquisites together shall not exceed 2(two) percent of the net

profits of the Company calculated in accordance with the procedure laid down under section 198 of the Companies Act, 2013

RESOLVED FURTHER THAT the aggregate of above salary, perquisites and allowances taken together shall be subject to the overall ceilings laid down under Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr.Manohar Rao Varalwar , the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT as Mr. Manohar Rao Varalwar, Whole Time Director shall not be paid sitting fees for attending meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, ambiguity or doubt that may arise in relation thereto, in order to give effect to the foregoing resolution.

The limits of the remuneration specified above are the maximum limits and the Board / Nomination and Remuneration Committee at its discretion may revise the above limits within the maximum limits to comply with the requirements of sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act.

10. To re-appoint Mr.Subhash Varalwar as Whole Time Director of the Company in terms of provisions of Sections 196, 197, 203 read with schedule V to the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such other approvals and consents as may be necessary including the approval of the Central Government, the consent of the members be and is hereby accorded for the reappointment of Mr.Subhash Varalwar (holding DIN. 00054789), as Whole Time Director of the Company, being a director liable to retire by rotation, for a period of five years effective from 14th August, 2015 on a remuneration inclusive of all perquisites and allowances aggregating to ₹120 lakhs per annum (for each financial year) and in addition, commission on net profits provided however, that the said salary, commission and all perquisites together shall not exceed 2(two) percent of the net profits of the Company calculated in accordance with the procedure laid down under section 198 of the Companies Act, 2013

RESOLVED FURTHER THAT the aggregate of above salary, perquisites and allowances taken together shall be subject to the overall ceilings laid down under Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr.Subhash Varalwar, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT as Mr.Subhash Varalwar, Whole Time Director shall not be paid sitting fees for attending meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, ambiguity or doubt that may arise in relation thereto, in order to give effect to the foregoing resolution.

The limits of the remuneration specified above are the maximum limits and the Board / Nomination and Remuneration Committee at its discretion may revise the above limits within the maximum limits to comply with the requirements of sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act.

11. To re-appoint Mr.Sandeep Varalwar as Whole Time Director of the Company in terms of provisions of Sections 196, 197, 203 read with schedule V to the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such other approvals and consents as may be necessary including the approval of the Central Government, the consent of the members be and is hereby accorded for the reappointment of Mr.Sandeep Varalwar (holding DIN. 01682951), as Whole Time Director of the Company, being a director liable to retire by rotation, for a period of five years effective from 14th August, 2015 on a remuneration inclusive of all perquisites and allowances aggregating to ₹120 lakhs per annum (for each financial year) and in addition, commission on net profits provided however, that the said salary, commission and all perquisites together shall not exceed 2(two) percent of the net profits of the Company calculated in accordance with the procedure laid down under section 198 of the Companies Act, 2013

RESOLVED FURTHER THAT the aggregate of above salary, perquisites and allowances taken together shall be subject to the

overall ceilings laid down under Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr.Sandeep Varalwar, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT as Mr.Sandeep Varalwar, Whole Time Director shall not be paid sitting fees for attending meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, ambiguity or doubt that may arise in relation thereto, in order to give effect to the foregoing resolution.

The limits of the remuneration specified above are the maximum limits and the Board / Nomination and Remuneration Committee at its discretion may revise the above limits within the maximum limits to comply with the requirements of sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act.

12. To re-appoint Mr.S.Raghubandan as Whole Time Director of the Company in terms of provisions of Sections 196, 197, 203 read with schedule V to the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such other approvals and consents as may be necessary including the approval of the Central Government, the consent of the members be and is hereby accorded for the reappointment of Mr.S.Raghubandan (holding DIN. 02029812), as Whole Time Director of the Company, being a director liable to retire by rotation, for a period of five years effective from 14th August, 2015 on a remuneration inclusive of all perquisites and allowances aggregating to ₹120 lakhs per annum (for each financial year) and in addition, commission on net profits provided however, that the said salary, commission and all perquisites together shall not exceed 1(one) percent of the net profits of the Company calculated in accordance with the procedure laid down under section 198 of the Companies Act, 2013

RESOLVED FURTHER THAT the aggregate of above salary, perquisites and allowances taken together shall be subject to the overall ceilings laid down under Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. S. Raghunandan, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT as Mr. S. Raghunandan, Whole Time Director shall not be paid sitting fees for attending meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, ambiguity or doubt that may arise in relation thereto, in order to give effect to the foregoing resolution.

The limits of the remuneration specified above are the maximum limits and the Board / Nomination and Remuneration Committee at its discretion may revise the above limits within the maximum limits to comply with the requirements of sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act.

13. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with all applicable rules including the Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or re-enactment thereof for the time being in force), M/s.A.S.Rao & Co, Cost Accountants appointed by the Board of Directors of the Company to audit the cost records of pharmaceutical products manufactured by the Company for the financial year ending 31st March 2016, be paid a remuneration of ₹1,00,000 plus applicable taxes as well as the reimbursement of out of pocket expenses incurred for the purpose of cost audit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board
for Vivimed Labs Limited**

Hyderabad
August 14, 2015

K. Yugandhar
Company Secretary

NOTES

1. The Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013 and rules made thereunder, in respect of the business under item Nos. 7 to 13 of the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from September 26, 2015 to September 30, 2015 [both days inclusive] for the purpose of Annual General Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in the aggregate not more than ten per cent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies,

etc. must be supported by an appropriate resolution / authority together with specimen signature, as applicable.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/authorization document authorising their representative to attend and vote on their behalf at the Meeting.
5. Those members who have not encashed their dividend warrants pertaining to the following financial years are requested to approach the Company for the payment thereof as the same will be transferred to the Investor Education and Protection Fund [IEPF] on the respective dates mentioned there against pursuant to provisions of section 205[C] of the Companies Act, 1956 and provisions of section 125 of the Companies Act, 2013, when notified by the Central Government and rules proposed to be prescribed by the Central Government. Members are requested to note that after such date, the members will lose their rights to claim such dividend unless the provisions of section 125 of the Companies Act, 2013 are notified by the Central Government.

Accounting Year ended	Date of declaration of dividend	Dividend payment %	Expected date of dividend transfer of unpaid dividend to IEPF Account
March 31, 2008	27 Sep 2008	10%	27 sep 2015
March 31, 2009	30 Sep 2009	15%	30 Sep 2016
March 31, 2010	18 Sep 2010	15%	18 Sep 2017
March 31, 2011	30 Sep 2011	20%	30 Sep 2018
March 31, 2012	27 Sep 2012	30%	27 Sep 2019
March 31, 2013	30 Sep 2013	30%	30 Sep 2020
March 31, 2014	30 Sep 2014	30%	30 Sep 2021

The Shareholders who have not encashed the aforesaid dividend are requested to make their claim to the Secretarial Department, Vivimed Labs Limited, 2nd Floor, Veeranag Towers, Habsiguda, Hyderabad - 500007, Telangana State, India, e-mail: Yugandhar.Kopparthi@vivimedlabs.com.

6. Members holding shares in physical form are requested to intimate Registrar and Transfer Agent of the Company viz., M/s Aarthi Consultants Pvt. Ltd. [Unit: Vivimed Labs Limited], 1-2-285, Domalaguda, Hyderabad - 500 029, changes, if any, in their registered address along with pin code number. Members holding shares in electronic form shall update such details with their respective Depository Participant.
7. The Company do not have demat suspense account.
8. The Securities and Exchange Board of India ("SEBI") and the Ministry of Corporate Affairs have made it mandatory for all the Listed Companies to offer Electronic Clearing Service ("ECS") facilities for payment of dividend, wherever applicable. This facility offers various benefits like timely credit of dividend to the shareholders account, elimination of loss of instruments in transit or fraudulent encashment, etc.
In view of the above:
 - a. Shareholders holding shares in Physical Form and desirous of availing the facility are requested to complete ECS form and forward the same to the Company's Registrar and Share Transfer Agent M/s. Aarthi Consultants Pvt Ltd , 1-2-285, Domalaguda, Hyderabad - 500029, Telangana State, India.
 - b. Shareholders holding shares in Dematerialized Form are requested to provide the Bank details to their Depository Participants for incorporation in their records.
9. Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking re-appointment/ appointment at the Annual General Meeting is provided at Annexure - A to this Notice.
10. Notice of the Twenty Seventh Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members, whose email Ids are registered with the Company or Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Twenty Seventh Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
Members may also note that the Notice of the Twenty Seventh Annual General Meeting and the Annual Report will also be available on the Company's website www.vivimedlabs.com for their download. The physical copies of the documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id yugandhar.kopparthi@vivimedlabs.com
12. **Voting through electronic means:**
In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies [Management and Administration] Rules, 2014 and in compliance of clause 35B of Listing Agreement with the Stock Exchanges, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner for availing e-voting facility is provided in the Annexure - B to this Notice.
13. **Proxy shall not vote, except on a poll.**
Request to the members:
 1. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance of the date of Annual General Meeting at its Registered Office, so as to enable the Company to keep the information ready.
 2. Members are requested to bring their copy of the Annual Report to the Meeting.

14. General Instructions:

- (i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the poll paper to be provided at the Venue of the meeting .
- (ii) Members may alternatively opt for e-voting.
- (iii) In the event, a member casts his votes through both the processes i.e. e-voting and poll paper, the votes in the electronic system would be considered and the poll paper would be ignored.
- (iv) The E-voting period commences from 10:00 a.m. on Saturday, September 26, 2015 and ends at 6:00 p.m. on Tuesday, September 29, 2015. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of September 18, 2015 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (v) The Company has appointed Mr.N.V.S.S Rao, Practicing Company Secretary (Membership No.5868, CP No.2886), having address as Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad- 500035 as the Scrutinizer to the voting process (e-voting and poll) in a fair and transparent manner.
- (vi) The Scrutinizer shall, within a period not exceeding two (2) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (vii) In the event of a poll, please note that the members who have exercised their right to vote by electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
- (viii) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the Twenty Seventh Annual General Meeting of the Company scheduled to be held Wednesday, 30th , September 2015. The results declared along with the Scrutinizer's Report shall be placed on the Company's website(www.vivimedlabs.com, www.evotingindia.com and on the website of Aarthi Consultants Pvt Ltd.

Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

Item No. 7

Mrs.Umanath Varahabhotla (DIN:06539204), was appointed as an Additional Director of the Company w.e.f. March 21, 2015 by the Board of Directors under section 161 of the Companies Act, 2013. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

A notice along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 has been received from one of the member of the Company proposing candidature of Mrs.Umanath Varahabhotla, who has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 of the Act.

In the opinion of the Board, Mrs.Umanath Varahabhotla fulfills the conditions specified in the Act and the Rules framed thereunder and Clause 49 of the Listing Agreement for appointment as an Independent Director and she is independent of the management.

The Resolution set out at Item No.7 of the notice is put forth for consideration of the members as an ordinary resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Mrs.Umanath Varahabhotla as an Independent

Director.

The terms and conditions of appointment of Mrs.Umanath Varahabhotla shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Item No.8

During his tenure as MD&CEO, Mr.Santosh Varalwar has played an active role in VVS Pharmaceuticals from the year 1985 and later on expanded the business to manufacture of APIs by acquiring EMGI Pharmaceuticals and Chemicals Private

Limited, Bidar, which was later converted into a public limited company and named as Vivimed Labs Limited. Vivimed Labs Limited was listed on BSE/NSE in the year 2005 and the public issue was all time success having been oversubscribed 40 times. Since then, he steered the Company to various successful milestones and aptly merged VVS Pharmaceuticals in the year to consolidate and create a global entity. In the years 2008 and 2009 under his leadership, the Company successfully acquired two overseas companies namely James Robinson Europe Limited (now Vivimed Labs Europe Limited, UK) and Har – Met International Inc, US. In November, 2011, Mr Santosh Varalwar successfully led USD 55 million of the 75-year old

prestigious Barcelona, Spain based API firm Uquifa. In the year 2013, acquired two Indian companies namely Vivimed Labs (Alathur) Pvt Ltd and Finoso Pharma Pvt Ltd.

In view of his expertise and managerial abilities, Mr. Santosh Varalwar was re-appointed as an MD&CEO by the members in the 22nd Annual General Meeting held on 18th September 2010 for a period of five years w.e.f.14th August 2010. The current term of office of Mr. Santosh Varalwar as an MD&CEO expires on 13th August 2015. Considering the commitment consistently shown and results exhibited, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, has decided to re-appoint Mr. Santosh Varalwar as an MD&CEO of the Company for a further period of 5 (five) years effective from 14th August 2015. The re-appointment of Mr.Santosh Varalwar is appropriate and in the best interest of the Company for the results shown and the efforts made by him to the improvement of the sales more particularly the expansion of markets abroad. The approval of the members is being sought to the terms and conditions of the re-appointment of Mr. Santosh Varalwar as an MD&CEO and the remuneration payable to him. The re-appointment of Mr.Santosh Varalwar as an MD&CEO is subject to necessary approvals if any .

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Santosh Varalwar , the remuneration by way of salary, perquisites, commission or any other allowances in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the re-appointment of Mr.Santosh Varalwar as an MD&CEO of the Company for a period of five years commencing from 14th August 2015

The Board recommends the Special Resolution set forth in Item No. 8 for approval of the Members.

Mr. Manohar Rao Varalwar,Mr Sandeep Varalwar and Mr Subhash Varalwar and Mr. Santosh Varalwar,Directors along with their relatives are deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution

Item No.9

During his tenure as a WTD , Mr.Manohar Rao Varalwar has conceptualised and started VVS Pharmaceuticals and Chemicals Pvt. Ltd. (VVS), (Now stands merged with Vivimed Labs Limited). He is mainly responsible for developing a Sophisticated and well-equipped in-house Quality Control and introduced various cost control systems in production process.

In view of his expertise, Mr. Manohar Rao Varalwar was re-appointed as a WTD by the members in the 22nd Annual General

Meeting held on 18th September 2010 for a period of five years w.e.f.14th August 2010. The current term of office of Mr.Manohar Rao Varalwar as a WTD expires on 13th August 2015. Considering the commitment consistently shown and results exhibited, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, has decided to re-appoint Mr.Manohar Rao Varalwar as a WTD of the Company for a further period of 5 (five) years effective from 14th August 2015. The re-appointment of Mr.Manohar Rao Varalwar is appropriate and in the best interest of the Company. The approval of the members is being sought to the terms and conditions of the re-appointment of Mr. Manohar Rao Varalwar as WTD and the remuneration payable to him. The re-appointment of Mr.Manohar Rao Varalwar as a WTD is subject to necessary approvals if any .

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Manohar Rao Varalwar , the remuneration by way of salary, perquisites, commission or any other allowances in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the re-appointment of Mr.Manohar Rao Varalwar as a WTD of the Company for a period of five years commencing from 14th August 2015

The Board recommends the Special Resolution set forth in Item No. 9 for approval of the Members.

Mr. Manohar Rao Varalwar,Mr Sandeep Varalwar and Mr Subhash Varalwar and Mr. Santosh Varalwar, Directors along with their relatives are deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution

Item No.10

During his tenure as a WTD , Mr.Subhash Varalwar is responsible for Technology and New Product

Development in the chemical segment of the Company. He also heads Production, Quality control and R&D function. He successfully led the technical integration teams of UK/India after acquisition of James Robinson Limited and has successfully implemented the stringent regulatory compliances across all its manufacturing operations globally.

In view of his expertise, Mr. Subhash Varalwar was re-appointed as a WTD by the members in the 22nd Annual General Meeting held on 18th September 2010 for a period of five years w.e.f.14th August 2010. The current term of office of Mr.Subhash Varalwar as a WTD expires on 13th August 2015. Considering the commitment consistently shown and results exhibited, the Board of Directors

on the recommendation of the Nomination and Remuneration Committee, has decided to re-appoint Mr. Subhash Varalwar as a WTD of the Company for a further period of 5 (five) years effective from 14th August 2015. The re-appointment of Mr. Subhash Varalwar is appropriate and in the best interest of the Company. The approval of the members is being sought to the terms and conditions of the re-appointment of Mr. Subhash Varalwar as a WTD and the remuneration payable to him. The re-appointment of Mr. Subhash Varalwar as a WTD is subject to necessary approvals if any .

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Subhash Varalwar, the remuneration by way of salary, perquisites, commission or any other allowances in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the re-appointment of Mr. Subhash Varalwar as a WTD of the Company for a period of five years commencing from 14th August 2015

The Board recommends the Special Resolution set forth in Item No. 10 for approval of the Members.

Mr. Manohar Rao Varalwar, Mr. Sandeep Varalwar and Mr. Subhash Varalwar and Mr. Santosh Varalwar, Directors along with their relatives are deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution

Item No.11

During his tenure as a WTD , Mr. Sandeep Varalwar is the main strength behind the growth of Pharma division of the Company and took an active role in VVS Pharmaceuticals and Chemicals Pvt Ltd. After the Company's merger with Vivimed Labs Limited, Mr. Sandeep is appointed as a whole time Director on the Board of Vivimed Labs Limited

In view of his expertise, Mr. Sandeep Varalwar was re-appointed as a WTD by the members in the 22nd Annual General Meeting held on 18th September 2010 for a period of five years w.e.f. 14th August 2010. The current term of office of Mr. Sandeep Varalwar as a WTD expires on 13th August 2015. Considering the commitment consistently shown and results exhibited, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, has decided to re-appoint Mr. Sandeep Varalwar as a WTD of the Company for a further period of 5 (five) years effective from 14th August 2015. The re-appointment of Mr. Sandeep Varalwar is appropriate and in the best interest of the Company. The approval of the members is being sought to the terms and conditions of the re-appointment of Mr. Sandeep Varalwar as a WTD

and the remuneration payable to him. The re-appointment of Mr. Sandeep Varalwar as a WTD is subject to necessary approvals if any.

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Sandeep Varalwar, the remuneration by way of salary, perquisites, commission or any other allowances in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the re-appointment of Mr. Sandeep Varalwar as a WTD of the Company for a period of five years commencing from 14th August 2015

The Board recommends the Special Resolution set forth in Item No. 11 for approval of the Members.

Mr. Manohar Rao Varalwar, Mr. Sandeep Varalwar and Mr. Subhash Varalwar and Mr. Santosh Varalwar, Directors along with their relatives are deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution

Item No.12

During his tenure as a WTD , Mr. S. Raghunandan is the Head of production at Bidar Plant and subsequently rose to the position of Director- Operations. His association with the Company is now of more than 20 years.

In view of his expertise , Mr. S. Raghunandan was re-appointed as a WTD by the members in the 22nd Annual General Meeting held on 18th September 2010 for a period of five years w.e.f. 14th August 2010. The current term of office of Mr. S. Raghunandan as a WTD expires on 13th August 2015. Considering the commitment consistently shown and results exhibited, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, has decided to re-appoint Mr. S. Raghunandan as a WTD of the Company for a further period of 5 (five) years effective from 14th August 2015. The re-appointment of Mr. S. Raghunandan is appropriate and in the best interest of the Company. The approval of the members is being sought to the terms and conditions of the re-appointment of Mr. Sandeep Varalwar as a WTD and the remuneration payable to him. The re-appointment of Mr. S. Raghunandan as a WTD is subject to necessary approvals if any .

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. S. Raghunandan, the remuneration by way of salary, perquisites, commission or any other allowances in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the re-appointment of Mr. S. Raghunandan as a WTD of the Company for a period of five years commencing from 14th August 2015

The Board recommends the Special Resolution set forth in Item No. 12 for approval of the Members.

Mr. S. Raghunandan, Director along with their relatives are deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution

Item No.13

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the appointment of M/s.A.S.Rao & Co (ASR) as the Cost Auditors of the Company to

conduct audit of cost records maintained by the Company for the Financial Year 2015-16, at a remuneration of ₹100,000/- plus service tax and actual out of pocket expenses.

ASR have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Companies Act, 1956

The Board commends the Resolution at Item No. 13 of the accompanying Notice for ratification by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.13 of the accompanying Notice.

Hyderabad
August 14, 2015

**By order of the Board
for Vivimed Labs Limited**

K. Yugandhar
Company Secretary

Annexure A

Details of Director seeking re-appointment/appointment at the forthcoming Annual General Meeting (Pursuant to clause 49 of the Listing Agreement)

Name of the Director	Mrs. UMANATH VARAHABHOTLA
Age	53 years
Date of Appointment on the Board	21/3/2015
Brief resume and nature of expertise in functional areas	Mrs.Umanath Varahabhotla aged 53 years is a Doctorate (Ph.D) in Business Administration, She has 27+ years of experience in Healthcare, Hospital systems management, Corporate Social Responsibility. Creating organizational systems, processes and SoPs from Conceptualization to Operationalization for piloting and scaling-up of strategically important initiatives.. Acknowledged to have built organizations and people,Start-up incubator for LVP, EMRI, ELBIT, Health & CSR at Athena Energy.
Directorships held in other Public Companies (excluding foreign and private Companies)	Nil
Memberships / Chairmanships of Committees across public Companies	Nil
	Nil
Name of the Director	Dr. Manohar Rao Varalwar
Age	78 years
Date of Appointment on the Board	10/11/1994
Brief resume and nature of expertise in functional areas	Dr. V. Manohar Rao aged 78 years, Retired as Joint Director of "The Veterinary Biological and Research Institute" (VBRI) has done his post-graduation in Veterinary Sciences from Edinburgh University, U.K. He has more than 31 years experience in The Municipal Corporation of Hyderabad and Department of Animal Husbandry, Government of Andhra Pradesh. During his tenure with Department of Animal Husbandry, he was involved in administration and production of various vaccines for livestock and poultry. He worked as a special officer for Meat and Poultry Department Corporation Andhra Pradesh Government Enterprises. He conceptualised and started VVS Pharmaceuticals and Chemicals Pvt. Ltd. (VVS), (Now stands merged with Vivimed Labs Limited). He is mainly responsible for developing a Sophisticated and well-equipped in-house Quality Control and introduced various cost control systems in production process. His expertise, knowledge and vision helped VVS to transform from a Biological Processing Unit into a Pharmaceutical Manufacturing Unit for manufacturing of Liquid Orals, Tablets, Capsules, Ointments etc.
Directorships held in other public Companies (excluding foreign and private Companies)	Nil
Memberships / Chairmanships of Committees across public Companies	Committee Memberships: Stake holders Relationship, Grievance and Share Transfer Committee of Vivimed Labs Limited
Shareholding of Executive Director	5,89,071 equity shares
Name of the Director	Mr. Santosh Varalwar
Age	53 years
Date of Appointment on the Board	09/11/1989

Brief resume and nature of expertise in functional areas	<p>Mr. Santosh Varalwar aged 53 years is a Management Graduate. He is the driving force behind the phenomenal growth of Vivimed Labs Limited. He worked in Shipping Corporation of India (SCI) and had an opportunity to understand in depth mercantile trade and had immense global exposure, which helped him subsequently to focus on international marketing.</p> <p>He served Mercantile Marine for about seven years before embarking on a highly successful entrepreneurial journey. He has played an active role in VVS Pharmaceuticals from the year 1985 and later on expanded the business to manufacture of APIs by acquiring EMGI Pharmaceuticals and Chemicals Private Limited, Bidar, which was later converted into a public limited company and named as Vivimed Labs Limited. Vivimed Labs Limited was listed on BSE/ NSE in the year 2005 and the public issue was all time success having been oversubscribed 40 times. Since then, he steered the Company to various successful milestones and aptly merged VVS Pharmaceuticals in the year to consolidate and create a global entity. In the years 2008 and 2009 under his leadership, the Company successfully acquired two overseas companies namely James Robinson Europe Limited (now Vivimed Labs Europe Limited, UK) and Har – Met International Inc, US. In November, 2011, Mr Santosh Varalwar successfully led USD 55 million of the 75-year old prestigious Barcelona, Spain based API firm Uquifa. In the year 2013, acquired two Indian companies namely Vivimed Labs (Alathur) Pvt Ltd and Finoso Pharma Pvt Ltd.</p>
Directorships held in other public Companies (excluding foreign and private Companies)	Nil
Memberships / Chairmanships of Committees across public Companies	Committee Memberships: Stake holders Relationship, Grievance and Share Transfer Committee of Vivimed Labs Limited
Shareholding of Executive Directors	12,69,810 equity shares
Name of the Director	Mr. Subhash Varalwar
Age	67 years
Date of Appointment on the Board	09/11/1989
Brief resume and nature of expertise in functional areas	<p>Mr. Subhash Varalwar, aged 67 years is a Post Graduate in Chemical Engineering and a Management Graduate from Leeds University, U.K. After his post graduation he joined The Fertilizer Corporation of India (FCI) in 1974 as Asst. Project Engineer (Chemical). He held various positions in FCI and worked on various areas like designing and commissioning of fertilizer plant, production etc. He resigned from FCI in 1989 to join Vivimed. Mr. Subhash brings along with him an exposure to various aspects of Industrial Management, including production, planning and commissioning, gained from 15 years of his career span with FCI. Mr. Subhash is responsible for Technology and New Product Development in the chemical segment of the Company. He also heads Production, Quality control and R&D function. He successfully led the technical integration teams of UK/India after acquisition of James Robinson Limited and has successfully implemented the stringent regulatory compliances across all its manufacturing operations globally.</p>
Directorships held in other public Companies (excluding foreign and private Companies)	Other Directorships : NIL
Memberships / Chairmanships of Committees across public Companies	Committee Memberships: NIL
Shareholding of Executive Directors	3,15,000 equity shares
Name of the Director	Mr. Varalwar Sandeep
Age	46 years
Date of Appointment on the Board	23/01/2008

Brief resume and nature of expertise in functional areas	Mr. Sandeep Varalwar, aged 46 years has completed his Graduation in B.Pharmacy. After completion of graduation, he gained more than two decades of rich experience in manufacturing and marketing divisions of Pharma industry. He is the main strength behind the growth of Pharma division of the Company and took an active role in VVS Pharmaceuticals and Chemicals Pvt Ltd. After the Companys merger with Vivimed Labs Limited, Mr.Sandeep is appointed as a whole time Director on the Board of Vivimed Labs Limited.
Directorships held in other public Companies (excluding foreign and private Companies)	Nil
Memberships / Chairmanships of Committees across public Companies	Committee Memberships: NIL
Shareholding of Executive Directors	6,12,193 equity shares

Name of the Director	Mr. S. Raghunandan
Age	54 years
Date of Appointment on the Board	23/01/2008
Brief resume and nature of expertise in functional areas	Mr.S.Raghunandan aged 54 years is a Science Post Graduate, he began his career with Chandra Pharmaceuticals, at that time the largest producer of Ibuprofen in India and worked there handling various aspects of production. He joined Vivimed as Head of production at Bidar Plant and subsequently rose to the position of Director- Operations. His association with the Company is now of more than 21 years.
Directorships held in other public Companies (excluding foreign and private Companies)	Other Directorships : NIL
Memberships / Chairmanships of Committees across public Companies	Committee Memberships: NIL
Shareholding of Executive Directors	63,500 equity shares

Name of the Director	Mr.Srinivas Chidambaram
Age	49 years
Date of Appointment on the Board	14/11/2011
Brief resume and nature of expertise in functional areas	Mr. Srinivas Chidambaram aged 49 years is a qualified Chartered Accountant, he is the Managing Director and CEO of Jacob Ballas Capital India Pvt. Ltd. (JBC), a leading India focused private equity firm based in New Delhi. JBC advises the investment managers of three India focused private equity funds with above \$600 million under management. Mr. Chidambaram joined JBC in 2005. He has 26 years of financial services and industry experience, including 17 years in private equity. He previously served with HSBC Private Equity (Asia) and its affiliates in Hong Kong and India, responsible for private equity investments in India and South East Asia. Mr. Chidambaram has also served in the IT industry with HCL Technologies, a leading Indian IT services company, responsible for financial institution relationships and strategic alliances in the USA. He commenced his career with SRF Finance Ltd. (since acquired by GE Capital) where he was responsible for Corporate Finance and Investment Banking, based in Mumbai.
Directorships held in other public Companies (excluding foreign and private Companies)	Other Directorships : 1. S.P.Apparels Limited 2. Religare Finvest Limited 3. SRL Limited
Memberships / Chairmanships of Committees across public Companies	Committee Memberships: Audit Committee: 1. Vivimed Labs Limited 2. SRL Limited
Shareholding of Director	NIL

Annexure B : E-Voting

The instructions for shareholders for voting electronically are as under:

- (i) The voting period begins from 10:00 a.m. on Saturday, September 26, 2015 and ends at 6:00 p.m. on Tuesday, September 29, 2015. 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. September 18, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of VIVIMED LABS LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.



- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **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.
- (xx) 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.



Vivimed

Vivimed Labs Limited

(CIN:L02411KA1988PLC009465)

Registered office: Plot No.78-A, Kolhar Industrial Area, Bidar, Karnataka 585403

Website : vivimedlabs.com, Tel: 040-27176005/6, Fax: 040-27150599

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	_____
Registered address:	_____ _____
E-mail Id:	_____
Folio No/ Client Id:	_____
DP ID:	_____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature: or failing him

3. Name:

Address:

E-mail Id:

Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Seventh Annual general meeting of the company, to be held on the Wednesday, 30th , September 2015 at 11.30 a.m. at 78/A, Kolhar Industrial Area, Bidar – 585403, Karnataka State and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars of Resolution	Vote (Optional)	
		For	Against
Ordinary Business:			
1	To receive, consider and adopt the Stand alone Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the Financial Year ended on March 31, 2015.		
2	To receive, consider and adopt the Consolidated Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the Financial Year ended on March 31, 2015.		
3	Reappointment of Mr. Srinivas Chidambaram, Director retiring by rotation.		
4	Reappointment of Mr. Sandeep Varalwar, Director retiring by rotation.		
5	Reappointment of Mr. S. Raghunandan, Director retiring by rotation.		
6	Appointment of Statutory Auditors		
Special Business:			
7	To appoint Mrs.Umanath Varahabhotla , as an Independent Director of the Company.		
8	To re-appoint Mr. Santosh Varalwar as Managing Director & Chief Executive Officer of the Company.		
9	To re-appoint Mr.Manohar Rao Varalwar as Whole Time Director of the Company.		
10	To re-appoint Mr.Subhash Varalwar as Whole Time Director of the Company.		
11	To re-appoint Mr.Sandeep Varalwar as Whole Time Director of the Company.		
12	To re-appoint Mr.S.Raghunandan as Whole Time Director of the Company.		
13	To approve the remuneration payable to M/s.A.S.Rao & Co, Cost Accountants to audit the cost records for the financial year ending 31st March 2016.		

Signed this day of 2015

Signature of shareholder

Signature of Proxy holder(s)



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Seventh Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.



Vivimed

Vivimed Labs Limited

(CIN:L02411KA1988PLC009465)

Registered office: Plot No.78-A, Kolhar Industrial Area, Bidar, Karnataka 585403

Website : vivimedlabs.com, Tel: 08482 - 232045, Fax: 08482 - 232436

ATTENDANCE SLIP

Twenty Seventh Annual General Meeting

I/We hereby record my/our presence at the **Twenty Seventh Annual General Meeting** of the Company at **78/A, Kolhar Industrial Area, Bidar, Karnataka – 585403** on **Wednesday, 30th , September 2015** at **11.30 a.m.**

Member's Folio/DP ID-Client ID No.

Member's/Proxy's name in Block

Member's/Proxy's Signature

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2014-15 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2014-15 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email address is not registered or have requested for a hard copy.

