



Vivimed

Date: 03.09. 2018

To

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

National Stock Exchange of India limited
Exchange Plaza, Sandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code: **532660**

Symbol: **VIVIMEDLAB**

Dear Sirs,

Sub: Notice of the Annual General Meeting –reg.

**Ref: Regulation 30 (12) of the (Listing Obligations and Disclosure Requirements),
Regulations, 2015.**

As already informed to you, the 30th Annual General Meeting of the Company is scheduled to be held on Thursday, September 27, 2018 at 11.30 a.m at Registered office of the Company Plot No.78-A, Kolhar Industrial Area, Bidar, Karnataka 585403.

A copy of the Notice of the Annual General Meeting containing resolutions to be passed, e-voting instructions, e-voting period, cut-off date for voting, record date for dividend, book closure dates, explanatory statement etc., is enclosed herewith.

This is for your information and records.

Thanking you,

**Yours Sincerely,
For Vivimed Labs Limited**

**Yugandhar Kopparthi
Company Secretary**



End: a/a

Vivimed Labs Limited (Registered Office)

CIN: L02411KA1988PLC009465

#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.

T +91(0) 40-6608-6608, F +91(0) 40-6608-6699

NOTICE

Vivimed Labs Limited

CIN: L02411KA1988PLC009465

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

Corporate office: North End, Road No.2, Banjara Hill, Hyderabad - 500034

Tel: 91-40-6608 6608, Fax: 91-40-6608 6699,

E-mail: Yugandhar.Kopparthi@vivimedlabs.com

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIVIMED LABS LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 27TH, 2018 AT 11.30 A.M. AT PLOT NO.78-A, KOLHAR INDUSTRIAL AREA, BIDAR-585403 KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the financial year ended March 31, 2018, Cash Flow Statement for the financial year ended March 31, 2018 and reports of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the financial year ended March 31, 2018, Cash Flow Statement for the financial year ended March 31, 2018 and Report of Auditors thereon.
3. To declare dividend on the equity shares for the financial year 2017-18.
4. To appoint a Director in place of Mr.Manohar Rao Varalwar [DIN:00059815], who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration

To consider and, if thought fit, to pass, with or without modification the following Resolution as an **Ordinary Resolution:**

"RESOLVED that M/s.PCN & Associates, Chartered Accountants, (ICAI Firm Registration No.016016S), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting, subject to ratification by the members at every Annual General Meeting to be held during the said period."

RESOLVED FURTHER THAT the Board of Directors [the Board] or Audit Committee thereof, be and is hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration to the Statutory Auditors."

SPECIAL BUSINESS:

6. To ratify the remuneration payable to M/s.A.S.Rao & Co, Cost Accountants to audit the cost records for the financial year ending 31st March 2019.

To consider and, if thought fit, with or without modification, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s.A.S.Rao & Co, Cost Accountants (Firm Registration No.000326) appointed as the Cost Auditors of the Company for conducting audit of the cost records, if required, for the financial year ending 31st March, 2019, be paid remuneration not exceeding ₹1.1 lacs (Rupees One lac Ten thousand only) excluding GST and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

7. **Change in designation of Mr.Subhash Varalwar from whole time director to non-executive director of the company due to superannuation.**

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 section 152, of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules and regulations made there under, approval of the members of the Company be and is hereby accorded to the change in designation of Mr.Subhash Varalwar from Whole-Time Director to Non-Executive Director of the company, liable to retire by rotation, effective from 31st March, 2018 on such terms and conditions as per Letter of Appointment given to Mr.Subhash Varalwar by the Company.

RESOLVED FURTHER THAT any Director/ Company Secretary of the Company be and are hereby jointly and/ or severally authorised to file the necessary e-forms with

For VIVIMED LABS LTD.


Company Secretary

Registrar of Companies, and to do all such acts and deeds as may be required to give effect to the above resolution.

By order of the Board
for Vivimed Labs Limited

Place: Hyderabad
Date: 13.08.2018

Sd/-
K.Yugandhar
Company Secretary

NOTES:

1. A member entitled to attend and vote at the annual general meeting (AGM) of the company may appoint a proxy to attend and on a poll, vote instead of himself/herself and a proxy need not be a member of the company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the Annual General Meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member.
2. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM to the Company's Registrar and Transfer Agent, Aarthi Consultants Pvt. Ltd, Registered Office: 1-2-285, Domalaguda, Hyderabad-500029 by not less than forty-eight (48) hours before commencement of the AGM.
5. A route map showing directions to reach the venue of the 30th AGM is given along with this Annual Report as per the requirement of the "Secretarial Standards - 2" on General Meetings.
6. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
7. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.
8. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Thursday, September 27, 2018 [both days inclusive].
10. 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 the provisions of section 125 of the Companies Act, 2013 and the Rules made thereunder.

Accounting Year ended	Date of declaration of dividend	Dividend payment %	Expected date of dividend transfer of unpaid dividend to IEPF Account
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
March 31, 2017	29 Sep 2017	20%	29 Sep 2024
March 31, 2018	27 Sep 2018 (To be declared in ensuing AGM)	20%	27 Sep 2025

For VIVIMED LABS LTD.

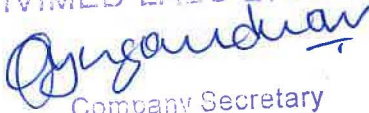

Company Secretary,

Pursuant to the IEPF [Uploading of information regarding unpaid and unclaimed amount lying with the Companies] Rules, 2012, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the 29th Annual General Meeting held on September 29th, 2017 on its website: www.vivimedlabs.com and on the website of Ministry of Corporate Affairs www.mca.gov.in

11. Electronic copy of the Notice convening the 30th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company / Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
12. Members who have not registered their email address so far are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 hereinafter referred to as 'Listing Regulations' (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the members are provided with the following alternatives by which they may cast their votes:
 - (i) By electronic means through the remote e-voting platform provided by CDSL. The process for voting through e-voting is annexed hereto. The remote e-voting period will commence from 9:00 a.m. on Monday, September 24, 2018 and ends at 5:00 p.m. on Wednesday, September 26, 2018. During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date, i.e. Friday, September 21, 2018, may cast their vote by remote e-voting. The remote e-voting module will be disabled by CDSL for voting thereafter.
 - (ii) Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr.N.V.S.Suryanarayana Rao, Practicing Company Secretary (Membership No.5868, CP No.2886), at the Corporate Office of the Company not later than by 5.00 p.m. on Wednesday, September 26, 2018. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting

and holding shares as on the cut-off date i.e. Friday, September 21, 2018 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 / DP ID and Client ID No. Ballot Forms received after 5.00 p.m. on Wednesday, September 26, 2018 will be treated as invalid. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, voting done through remote e-voting shall prevail and Ballot shall be treated as invalid. The facility for voting shall be made available at the AGM through polling paper and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Please note that the voting through electronic means is optional for the members.

14. Members who have cast their votes by remote e-voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
15. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Friday, September 21, 2018.
16. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Aarthi Consultants Pvt Ltd.
17. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No.SH-13 duly filled into Aarthi Consultants Pvt Ltd, Company's R&T Agent. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
18. Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) with respect to the Directors retiring by rotation and being eligible seeking re-appointment is as under:

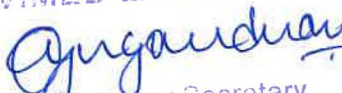
For VIVIMED LABS LTD.

Company Secretary

Name of the Director	Dr.Manohar Rao Varalwar
Age	82 years
Date of Appointment on the Board	10/11/1994
Brief resume and nature of expertise in functional areas	Dr.V.Manohar Rao aged 82years, 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 Director	17,94,225 equity shares of ₹2/- each
Inter-se relationships between Directors	1. Father of Mr. Santosh Varalwar and Mr. Sandeep Varalwar, 2. Brother of Mr. Subhash Varalwar
Name of the Director	Mr. Subhash Varalwar
Age	70 years
Date of Appointment on the Board	09/11/1989
Brief resume and nature of expertise in functional areas	Mr.Subhash Varalwar, aged 70 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.
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 Director	16,16,200 equity shares of ₹2/- each
Inter-se relationships between Directors	1. Uncle of Mr. Santosh Varalwar and Mr. Sandeep Varalwar, 2. Brother of Mr. Manohar Rao Varalwar

19. Voting through electronic means:

- The businesses as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Companies Act, 2013 read with the Companies [Management and Administration] Rules, 2014, Standard 2 of the Secretarial Standards on General Meetings and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with Central Depository Services (India) Limited (CDSL) to facilitate the members to cast their votes from a place other than venue of the AGM [remote e-voting]. The facility for voting shall be made available at the AGM through polling paper and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Please note that the voting through electronic means is optional for the members.

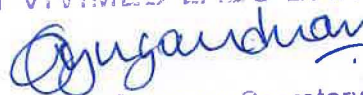
For VIVIMED LABS LTD.


Company Secretary

- b. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only. The Notice will be displayed on the website of the Company www.vivimedlabs.com and on the website of CDSL www.cdslindia.com. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again. The Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, September 21, 2018 i.e. the date prior to commencement of book closure date are entitled to vote on Resolutions set forth in the Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date may approach the Company for issuance of the USER ID and Password for exercising their right to vote by electronic means.
- c. The Company has appointed Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary (Membership No.5868, CP No.2886) as Scrutinizer for conducting the remote e- voting and voting process at the AGM in a fair and transparent manner.
- d. The instructions for shareholders voting electronically are as under:
- The voting period begins on the Monday, September 24, 2018 at 9.00 a.m. (IST) and ends on the Wednesday, September 26, 2018 at 5.00 p.m. (IST) during this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The Shareholders should log on to the e-voting website 'www.evotingindia.com'
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in physical form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) - 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
DOB	Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction [iv]

For VIVIMED LABS LTD.


Company Secretary

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

xviii. Note for Non – Individual Shareholders and Custodians

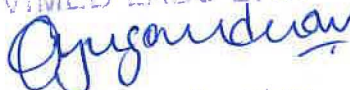
- Non-Individual Shareholder [i.e. other than Individuals, HUF, NRI etc.] and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 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.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item No.6: The Board of Directors at its meeting held on August 13, 2018, on the recommendations of the Audit Committee, had approved the re-appointment of M/s.A.S.Rao & Co, Cost Accountants [Firm Registration No.000326], as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2019, at a remuneration not exceeding ₹1.1 lacs (Rupees One lac Ten thousand only) excluding GST and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the members of the Company.

For VIVIMED LABS LTD.


Company Secretary

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out at Item No.6 for ratification of remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company, if required, for the financial year ending 31st March, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Ordinary Resolution as set out at Item No.6 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution as set out at Item No.6 of the Notice for approval by the members.

Item No.7: The members are apprised that Mr.Subhash Varalwar who was appointed as Whole-Time Director of the Company w.e.f. 14th August 2015 by the Board of Directors and Members have ratified his appointment in the AGM held on September 30, 2015 has shown his willingness to act as Non-Executive Director of the company.

The Nomination & Remuneration Committee and Board of Directors considered his request and approved the change in designation of Mr.Subhash Varalwar from Whole-Time Director to Non-Executive Director of the company, liable to retire by rotation, on the terms and conditions as specified in the Appointment Letter with effect from 31st March, 2018

Hence, the Committee & the Board have proposed to appoint him as Non-Executive Director of the company. The

appointment of Mr.Subhash Varalwar as such shall take effect from 31st March, 2018 and requires the approval of the Shareholders of the company by way of **Special Resolution** passed in the General Meeting as per provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013.

Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr.Subhash Varalwar, from Whole-Time Director to Non-Executive Director of the company on such terms and conditions as mentioned in the Letter of Appointment.

None of the Directors except Mr. Santosh Varalwar, Mr. Manohar Rao Varalwar, Mr. Sandeep Varalwar and/or Key Managerial personnel of the company and their relatives, are in any way concerned or interested in the proposed appointment of Mr.Subhash Varalwar as Non-Executive Director of the company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution

By order of the Board
for Vivimed Labs Limited

Sd/-
K.Yugandhar
Company Secretary

Place: Hyderabad
Date: 13.08.2018

For VIVIMED LABS LTD.


Company Secretary



Vivimed

VIVIMED LABS LIMITED

CIN: L02411KA1988PLC009465

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

BALLOT FORM

1. Name(s) and Registered Address _____
of the Sole / First named Member _____
2. Name(s) of Joint Holder(s), if any : _____
3. Registered Folio Number / : _____
DP ID No. and Client ID No.
(Applicable to investors holding
shares in dematerialised form)
4. Number of shares held : _____
5. REVEN / Sequence number : _____
(Remote e-Voting Event Number)
6. User-ID : _____
7. Password : _____
8. I/We hereby exercise my/our vote(s) in respect of the Resolutions enumerated below by recording, my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Sr. No.	Particulars	No. of Shares held	FOR	AGAINST
			I/We assent to the Resolutions	I/We dissent to the Resolutions
Ordinary Business:				
1	To receive, consider and adopt the Stand alone Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the Financial Year ended on March 31, 2018, Cash Flow Statement for the Financial Year ended March 31, 2018 and reports of Directors and Auditors thereon.			
2	To receive, consider and adopt the Consolidated Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the Financial Year ended on March 31, 2018, Cash Flow Statement for the Financial Year ended March 31, 2018 and Report of Auditors thereon.			
3	To declare dividend on the equity shares for the financial year 2017-18			
4	To appoint a Director in place of Mr. Manohar Rao Varalwar, who retires by rotation and being eligible offers himself for re-appointment			
5	To Re-appoint Statutory Auditors and fix their remuneration			
Special Business:				
6	To ratify the remuneration payable to M/s. A. S. Rao & Co, Cost Accountants to audit the cost records for the financial year ending 31st March 2019.			
7	Change in designation of Mr. Subhash Varalwar from whole time director to non-executive director of the company due to superannuation			

Place: _____

Date: _____

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

GENERAL INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
3. The scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through ballot to declare the final result for each of the resolutions forming part of the Notice of the AGM.
4. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.vivimedlabs.com and on the website of the Central Depository Services Limited (CDSL), <https://www.evotingindia.com> within three (3) days of the passing of the Resolutions at the AGM of the Company on Thursday, September 27, 2018 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Process and manner for members opting to vote by using the ballot form

- a. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on Friday, September 21, 2018.
- b. Please complete and sign the Ballot Form and return the form in the self-addressed Business Reply envelope so as to reach the Scrutinizer, Mr. N. V. S. S. Suryanarayana Rao, Practicing Company Secretary at Vivimed Labs Limited, North End, Road No.2, Banjara Hills, Hyderabad -500034 appointed by the Board of Directors of the Company on or before Wednesday, September 26, 2018 (5.00 p.m.).
- c. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. 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 joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- d. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
- e. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no.b above
- f. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. The Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- g. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.



Vivimed

VIVIMED LABS LIMITED

CIN: L02411KA1988PLC009465

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

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with 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 30th Annual general meeting of the company, to be held on the Thursday, 27th day of September 2018 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:

Resolution No(s).	Resolutions	Vote [Optional]	
		For	Against
Ordinary Business:			
1	To receive, consider and adopt the Stand alone Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the Financial Year ended on March 31, 2018, Cash Flow Statement for the Financial Year ended March 31, 2018 and reports of Directors and Auditors thereon.		
2	To receive, consider and adopt the Consolidated Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the Financial Year ended on March 31, 2018, Cash Flow Statement for the Financial Year ended March 31, 2018 and Report of Auditors thereon.		
3	To declare dividend on the equity shares for the financial year 2017-18		
4	To appoint a Director in place of Mr.Manohar Rao Varalwar, who retires by rotation and being eligible offers himself for re-appointment		
5	To Re-appoint Statutory Auditors and fix their remuneration		
Special Business:			
6	To ratify the remuneration payable to M/s.A.S.Rao & Co, Cost Accountants to audit the cost records for the financial year ending 31st March 2019.		
7	Change in designation of Mr.subhash varalwar from whole time director to non-executive director of the company due to superannuation		

Signed this day of 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

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.



Vivimed

VIVIMED LABS LIMITED

CIN: L02411KA1988PLC009465

Regd. Office: Plot No.78-A, Kolhar Industrial Area, Bidar – 585403, Karnataka

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

Tel: 08482 - 232045, Fax: 08482 – 232436

ATTENDANCE SLIP

DP ID _____
[To be presented at the entrance]

FolioNo./ClientID _____

I/We hereby record my/our presence at the 30th ANNUAL GENERAL MEETING of the Company at Registered office: 78/A, Kolhar Industrial Area, Bidar – 585403, Karnataka on Thursday, 27th day of September 2018 at 11.30 a.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy

ROUTE MAP TO AGM VENUE

