



Vivimed

Date:12/03/2013

To

BSE Limited
Listing Department
P.J.Towers,Dalal Street,
Mumbai – 400001

BSE - Code : 532660

National Stock Exchange of India Ltd
Listing Department,
Exchange Plaza,Bandra Kurla Complex,
Bandra(E),Mumbai – 400051

NSE- Symbol: VIVIMEDLAB

Dear Sir/Madam

Sub: Outcome of Extra-Ordinary General Meeting –Reg

With reference to the above subject, we are herewith submitting Outcome of Extra-Ordinary General Meeting held on 12/03/2013.

You are requested to take note of the same .

Yours faithfully

For Vivimed Labs Ltd

K.Yugandhar

Company Secretary





MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF VIVIMED LABS LTD HELD ON TUESDAY, 12TH DAY OF MARCH, 2013 AT 11.30 A.M, AT ITS REGISTERED OFFICE: 78/A, KOLHAR INDUSTRIAL AREA, BIDAR-585403

PRESENT:

- 1. SHRI.S.RAGHUNANDAN – WHOLE TIME DIRECTOR**
- 2. SHRI.K.YUGANDHAR – COMPANY SECRETARY**

MEMBERS:

12 members were present in person/proxy

Shri.S.Raghunandan took the chair

After ascertaining that the requisite quorum for the meeting was present, chairman called the meeting to order

1. Further Issue of Equity Shares :

Mr.K.Srinivasulu Proposed and Mr.K.Shyam Sunder seconded that the following resolution be adopted as an Special Resolution

“ RESOLVED THAT, pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any of the Companies Act, 1956 (Including any amendment thereto or re-enactment thereof) , and the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges on which shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ('SEBI') including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), the Foreign Exchange Management Act, 1999 ('FEMA') and rules and regulations issued there under, and in accordance with the applicable rules and regulations of the Reserve Bank of India (RBI), the Secretariat of Industrial Assistance, the Foreign Investment Promotion Board, the Government of India or any other relevant authority, including any clarifications thereon issued from time to time, if any and subject to all such approvals and any conditions and/or modifications as may be prescribed, stipulated or imposed by any such authority and/or which may be agreed to or considered necessary by the Board of Directors of the Company (hereinafter referred to as

Yugandhar





'the Board' which expression shall be deemed to include any Committee(s) constituted /to be constituted by the Board, in its absolute discretion, to exercise its power including the power conferred by this resolution), consent, permission and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot the following Equity Shares on preferential basis under Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 to the following persons

- i) Upto 40143 Equity Shares of Rs.10/- each to Dr. Kumar Kurumaddali, Credited as fully paid up , in regard to swap of shares of **Finoso Pharma Private Limited** after taking over the Company, at a price of Rs.350/- per Equity Share (including a premium of Rs.340/- per Equity Share) being a price higher than the price determined as per Regulation 76(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- ii) Upto 102714 Equity Shares of Rs.10/- each to Mrs. Prashanthi Alamuru,, Credited as fully paid up , in regard to swap of shares of **Finoso Pharma Private Limited** after taking over the Company, at a price of Rs.350/- per Equity Share (including a premium of Rs.340/- per Equity Share) being a price higher than the price determined as per Regulation 76(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The Relevant Date in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 on the basis of which the minimum price of the Equity Shares shall be determined, shall be 30 days prior to the passing of this resolution i.e. February 11, 2013

("Relevant Date");

S. S. S. S. S.





"RESOLVED FURTHER THAT, the Equity Shares shall be issued by the Company on the following terms and conditions:

- i) The Equity Shares allotted shall be subject to lock in period as per SEBI Regulation as applicable at the time of allotment.
- ii) The issue of Equity Shares in the manner aforesaid shall be governed by the respective provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company and also the guidelines and regulations issued by SEBI, RBI, FIPB and /or any other authority as the case may be, or any modifications thereof.
- iii) The Equity Shares shall rank pari passu in all respect including payment of dividend with the existing Equity Shares of the Company.
- iv) The Board be and is hereby authorized to decide and approve the other terms and conditions of the proposed issue including the size of proposed issue and also shall be entitled to vary, modify or alter any of the terms and conditions including the size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT, any director and company secretary of the Company be and is hereby severally authorized to make all necessary filings for obtaining "in-principle" and final approvals under Clause 24(a) and other applicable clauses/provisions of the listing agreements with each of the stock exchanges on which the Company's Equity Shares are listed (the "Listing Agreements") and any other approvals required under applicable law in relation to the issue of Equity Shares."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to Management Committee/any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and/or things, including, but not limited to, finalization and approval of the preliminary as well as the final document(s), determining the form and manner of the issue, the execution of various transaction documents, and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the equity shares, including amending the terms of the equity shares and subject to applicable law, for the utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent and that the members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution."

[Handwritten signature]





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"RESOLVED FURTHER THAT the Board/committee of the Board and other designated officers of the Company, be and are hereby severally authorised to make all filings with the stock exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

On being put to vote on show of hands the resolution was adopted unanimously

Vote of thanks

As there was no other business to be transacted, the meeting terminated with a vote of thanks to the chair

Date:12/03/2013

Place:Bidar

Sd/-

Chairman

//Certified True Copy//

For VIVIMED LABS LTD

K.YUGANDHAR

COMPANY SECRETARY

