

Vivimed Labs Limited

Registered office: 78/A Kolhar Industrial Area, Bidar - 585403, Karnataka

NOTICE



NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Vivimed Labs Ltd will be held on Friday, the 27th December, 2013 at 11:30 A.M. at the Company's Registered office: Plot No. 78-A, Kolhar Industrial Area, Bidar, Karnataka, India, Pincode- 585403 to transact the following business:-

SPECIAL BUSINESS

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

Item No.1. As a Special Resolution:

"RESOLVED THAT in supersession of the resolutions passed at the Annual General Meeting of the Company held on 27th December, 2007, consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (including rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached) (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital and its free reserves of the Company, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.1000 crore (Rupees One thousand crore only)."

By order of the Board
Sd/-
K.Yugandhar
Company Secretary

date:02nd December, 2013
Place:Hyderabad

NOTES

- 1.An Explanatory Statement pursuant to relevant provisions of the Act in respect of Special Business set out in the Notice is annexed hereto.
- 2.A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting. A blank proxy form is annexed herewith.
- 3.Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 4.The Members are informed that in the case of joint holder(s) attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5.For convenience and proper conduct of the meeting, the Members are requested to bring their attendance slip, which is annexed to this Notice, duly completed and signed and hand it over at the entrance of the meeting venue.
- 6.The Ministry of Corporate Affairs (MCA), Govt. of India, has undertaken a 'Green Initiative in the Corporate Governance' by allowing paper less compliances by companies through electronic mode, vide its circulars dated April 21, 2011 and April 29, 2011. To take part in the above 'Green Initiative', your Company proposes to send communications/documents including Notices for General Meetings and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to their Depository Participants (DP).

The members who have yet not registered their email addresses are requested to register/ update their e-mail addresses in respect of equity shares held by them in demat form with their respective DPs and in the case of physical form with the Company.

EXPLANATORY STATEMENT

Annexure to Notice - Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 1 :

Under Section 180(1)(C) of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the company in general meeting, borrow monies (banks/financial institutions/lenders, other investing agencies and trustees for the holders of debentures/bonds/other instruments including rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans")) , apart from temporary loans obtained from the company's bankers/lenders in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose. The Shareholders at the Annual General Meeting of the Company held on 27th December, 2007, had accorded their consent to the Board of Directors for borrowing up to Rs. 500 crores (Rupees Five Hundred Crores).

Taking into consideration the requirements of additional funds to meet the cost of the Company's business/investments in India/abroad and other capital expenditure programmes and also additional long term working capital requirements of the Company and its subsidiaries, it is expected that the limit of Rs. 500 crores sanctioned by the Shareholders will not be adequate. The consent of the Shareholders is therefore, sought in accordance with the provisions of Section 180(1)(C) of the Act, to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1,000 crores (Rupees One thousand Crores).

The above proposal is in the interest of the Company and the Directors commend the Special Resolution in Item No. 1 of the Notice for approval by the Members.

None of the Directors, Key Managerial personnel, Relatives of Directors and Key Managerial Personnel is interested in the Resolution at Item No. 1 of the accompanying Notice.

By Order of the Board of Directors

Date:02nd December, 2013
Place :Hyderabad

Sd/-
K.Yugandhar
Company Secretary