

MINUTES BOOK

MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIVIMED LABS LIMITED HELD ON MONDAY , 30th SEPTEMBER, 2013 AT 11.30 A.M. AT 78/A, KOLHAR INDUSTRIAL AREA, BIDAR - 585403

PRESENT

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|-------------------------|---------------------------|
| 1. Dr.V.Manohar Rao | : Chairman |
| 2. Mr. P.V. Rathnam | : Independent Director |
| 3. Mr. Santosh Varalwar | : Managing Director & CEO |
| 4. Mr. S. Raghunandan | : whole Time Director |
| 5 Dr.V.Peesapati | : Independent Director |
| 6.Mr.K.Yugandhar | : Company Secretary |
| 7.Mrs.Snehasree Joshi | : Asst. Company Secretary |

MEMBERS

35 members were present in person/proxy.

Dr.V.Manohar Rao , took the chair and conducted the proceedings of the meeting.

The Chairman welcomed the shareholders ,the managing director and other directors to 25th Annual General meeting of the Company and ascertained that the quorum is present .

At the request of the chairman, The Notice convening the Annual General Meeting, Annual Accounts, Directors report and Auditors report were taken as read with the permission of the Members .

The Chairman briefed on the business of the company and the subsidiaries

There after the chairman invited comments from members and relevant replies were given by Mr Santosh Varalwar and Mr P V Ratnam.

The chairman invited Managing Director and other Directors to brief about business and affairs of the company

The Managing Director&CEO gave his speech on future products, Projected performance, Certifications and highlights of the Company. The Managing Director & CEO Replied the queries of the share holders.

There after the other Directors & Top Executives gave their speech/Presentation on the business performance of the Company.

Then the Chairman took up the resolutions to be passed

CHAIRMAN'S INITIALS

MINUTES BOOK

1. ADOPTION OF ACCOUNTS

Mr. Shah Ashok Mangalal (DP & Client ID:1601010000345858), a member, proposed the following resolution as an ordinary resolution:

RESOLVED THAT audited Balance Sheet as at 31.03.2013 and the Profit and Loss Account for the year ended on that date together with the Report of Auditor and Director's Report be and are hereby received, considered and adopted.

Mr. Sakarben Mangalal Shah (DP & Client ID: 1204520000003711), a member, seconded the resolution.

Chairman invited the members to raise queries, if any, on the accounts. Thereafter, some members sought clarifications on the accounts and spoke on other related issues.

Mr P.V.Ratnam , Chairman of the Audit Committee answered the queries raised by the members.

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

2. Approval of proportionate dividend paid on Compulsorily Convertible and Cumulative Preference Shares

Mr. V Ravikiran (DP & Client ID: IN301549 & 19083334), a member, proposed the following resolution as an ordinary resolution:

"RESOLVED THAT the Proportionate dividend @ 3.5% on the 6,70,000 Compulsorily Convertible and Cumulative preference shares of Rs. 1000/- each declared by the Board of Directors of the Company on 20/04/2013 for 355 days commencing from April 1,2012 and ending on March 21,2013 , aggregating Rs.2,28,07,534/- paid to the NYLIM Jacob Ballas India FUND III,LLC, be and are hereby approved.

Mr .J.Bhujanga Rao (DP & Client ID: IN301549& 19082971), a member, seconded the resolution.

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

3. DECLARATION OF DIVIDEND

Mr. K.Manohar (DP & Client ID: IN301549 & 19083001), a member, proposed the following resolution as an ordinary resolution:

MINUTES BOOK

"RESOLVED that dividend for the financial year ended on 31st March, 2013 on 1,60,60,926 equity shares of Rs. 10/- @ Rs. 3.00 per share i.e. 30% per equity share as recommended by the Board of Directors be and is hereby declared and that the same shall be payable to those equity shareholders whose names appear in the Register of Members on the date of Book Closure i.e. 26.09.2013."

Mr. P.S.V.Satyanarayana (DP & Client ID: IN301549 & 19083035), a member, seconded the resolution.

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

4.RE APPOINTMENT OF MR NIXON PATEL AS DIRECTOR

Mr. V.Dayasagar (DP & Client ID: IN301549 & 19083084), a member, proposed the following resolution as an ordinary resolution:

"RESOLVED THAT Mr Nixon Patel, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company."

Mr. Ganapathi (DP & Client ID: IN301549 & 19083351), a member, seconded the resolution.

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

5. RE APPOINTMENT OF MR M BAGVANTH RAO AS DIRECTOR

Mr. Swamydas (DP & Client ID: IN301549 & 19083369), a member, proposed the following resolution as an ordinary resolution:

"RESOLVED THAT Mr M.Bhagvath Rao , who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company"

Mr. Chandrasekhar (DP & Client ID: IN301549 & 19083449), a member, seconded the resolution.

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

MINUTES BOOK

6. RE APPOINTMENT OF STATUTORY AUDITORS

Mr. K. Shyamsunder Rao (DP & Client ID : IN301549 & 19083473), a member, proposed the following resolution as an ordinary resolution:

RESOLVED THAT the retiring auditors M/s. P. Murali & Co., Chartered Accountants, Hyderabad, be and are hereby re-appointed as auditors of this company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

Mr. P. Srinivasa Reddy (DP & Client ID: IN301549 & 19083511), a member, seconded the resolution.

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

7. Appointment of Dr. V. Peesapati, as Director of the Company.

Mr. Sripathi Rangaraj (DP & Client ID : IN301549 & 19082891), a member, proposed the following resolution as an ordinary resolution:

"RESOLVED THAT Dr. V. Peesapati, who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 22, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice under Section 257 of the Companies Act, 1956, has been received from a Member signifying his intention to propose Dr. V. Peesapati as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Mr. Sadhanala Venkata Rao (DP & Client ID : IN301549 & 19063558), a member, seconded the resolution.

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

VOTE OF THANKS:

As there was no other business to be transacted the meeting concluded with a vote of thanks to the Chair.

Place: BIDAR
Date: 30/09/2013

CHAIRMAN OF THE MEETING