MINUTES OF THE 22nd ANNUAL GENERAL MEETING OF THE MEMBERS OF VIMTA LABS LIMITED HELD ON FRIDAY, SEPTEMBER 14, 2012 AT 10.00 A.M. AT PLOT NO.141/2 & 142, IDA, PHASE-II, CHERLAPALLY, HYDERABAD : 500051

Members present in person : 38
Members Present by Proxies : 75

Directors Present : Dr S P Vasireddi
Shri V Harriman
Shri V V Prasad
Ms Harita Vasireddi
Prof D Balasubramanian

In attendance : Shri A Venkata Ramana
Company Secretary

Shri P Sankaraiah
Vice President – Finance

Shri J Venkateswarlu
Chartered Accountants

Shri A Venkata Ramana, Company Secretary informed the members that the Register of Directors' Share holding maintained under Section 307 of the Companies Act,1956 was placed before the meeting and kept open for inspection. He requested Dr S P Vasireddi, Chairman & Managing Director to chair the meeting and to commence the proceedings as there was requisite quorum.

Thereupon, Dr S P Vasireddi chaired the meeting and declared that the requisite quorum for the meeting was present and called the meeting to order. He formally introduced his colleagues on the Board and the Auditors of the Company to the members.

CHAIRMAN'S SPEECH

Chairman informed the members that year 2011-12 was a difficult year for the Indian CRO Industry. Uncertainties at the Indian Drug Regulator's office and the unfortunate events and subsequent news in the press surrounding clinical trials and BA/BE studies have significantly impacted and slowed down clinical research in India and thereby business coming to India from USA and Europe had also come down drastically. In addition, the continued power crisis have also had their impact on the general operating environment for Industry in Hyderabad.

He informed the members that in this backdrop, the company's Revenues for 2011-12 could only be Rs. 8735 L against Rs.9570 L of 2010-11. Earnings before interest, depreciation, taxes and amortization (EBIDTA) for the year are Rs. 394.61 L as compared to the previous year earnings of Rs. 1580.53 L.

He also informed that, despite the external impacting factors, the Company continues to maintain its leadership in the Indian Contract Research and Testing services segment, due to its commitment to quality, scientific knowledge base and diversified basket of services.

He emphasized that the Management has taken measures to increase the revenues and reduce costs by strengthening the business development efforts and strengthening partnerships with vendors respectively. Results of these efforts are visible in the first quarter results of the current financial year.

He stated that close to reaching its 3 decades of existence, VIMTA has lived through the economic cycles of boom and recession. As is evident from its history VIMTA has been a very resilient, agile and flexible organization which has been able to adapt to the market needs and grab opportunities of growth through service innovations. Through its forward looking leadership and strategies for sustainability it has been able to survive tough times demonstrating its resilience.

With the Indian pharma and biotech industries on the growth phase, growing opportunities in biosimilars, slowly stabilizing international economies, the maturing national regulatory framework, VIMTA now looks optimistically at the future and is all set to take off with greater energies to bounce back onto the growth track and add value to all its share holders.

On behalf of the members and the Board of Directors, he took the opportunity to thank the Customers, Bankers, Technology Development Board, Associates, APIDC and Shareholders for the cooperation and support rendered to the Company and the Vimta team for their continued sincere hard work solidarity and dedicated support.

CONVENING OF PROCEEDINGS

Chairman requested the Members to take the notice of 22nd Annual General Meeting, the Directors' Report and the Audited Accounts for the year ended 31st March, 2012 as read since they have already been circulated. Whereupon the members took them as read.

ORDINARY BUSINESS

Item No.1: Adoption of Audited Balance Sheet, Statement of Profit and Loss Account together with Cash Flow Statement, Auditors Report and Report of Directors

Chairman briefed the members about the results of the Company for the financial year ended 31st March, 2012. He then requested the Auditor to read the Auditors' Report. The members present at the meeting, unanimously requested the Chairman to take the Auditors Report as read.

Thereafter Gedela S Babu and P R Subba Reddy proposed the following resolution.

"RESOLVED that the Audited Balance Sheet as at March 31, 2012, Statement of Profit & Loss Account for the year ended March 31, 2012, Cash Flow statement for the Financial year 2011-12 together with Notes on Financial Statements, Auditors report and Directors Report thereon be and are hereby taken as received, considered and adopted."

Praful Chawda seconded the above resolution.

After providing necessary clarifications to the members on the accounts, the resolution was put to vote by show of hands and was carried unanimously.

Item No.2 : Re-appointment of T S Ajai as Director

Chairman informed the members that T S Ajai retires by rotation at this meeting and being eligible offered himself for reappointment.

Thereafter G Ranga Rao proposed the following resolution.

"RESOLVED THAT T S Ajai who retires by rotation and being eligible offered himself for re-appointment be and is hereby re-appointed as Director liable to retire by rotation".

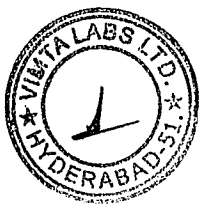
Pillamarapu Hemendar seconded the above resolution.

Chairman put the resolution to vote by show of hands and was carried unanimously.

Item No.3 : Re-appointment of Prof D Balasubramanian as Director

Chairman informed the members that Prof D Balasubramanian retires by rotation at this meeting and being eligible offered himself for reappointment.

Thereafter M A Rahman Sufi proposed the following resolution.



"RESOLVED THAT Prof D Balasubramanian who retires by rotation and being eligible offered himself for reappointment be and is hereby reappointed as Director liable to retire by rotation".

Praful Chawda seconded the above resolution.

Chairman put the resolution to vote by show of hands and was carried unanimously.

Item No.4 : Appointment of Auditors

Chairman informed the members that M/s Sarathy & Balu, Chartered Accountants (Regn. No.003621S), Hyderabad, Auditors of the Company to hold office, if appointed, from the conclusion of this Meeting upto the conclusion of next Annual General Meeting. He requested the members to pass the following resolution as an Ordinary Resolution for their appointment in terms of Section 224 of the Companies Act, 1956.

Thereafter Santhi Lal Shah proposed the following resolution.

"RESOLVED that M/s Sarathy & Balu, Chartered Accountants, Hyderabad, (Firm Regn No.003621S) the retiring Auditors of the Company, be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as may be decided by the Board of Directors of the Company in addition to reimbursement of all out-of-pocket expenses in connection with audit of the accounts of the company."

Praful Chawda seconded the above resolution.

Chairman put the resolution to vote by show of hands and was carried unanimously.

SPECIAL BUSINESS

Item No. 5 : Appointment of Rao Purnachandra Potharlanka as Director

Chairman informed the members that Rao Purnachandra Potharlanka was appointed as an Additional Director on the Board effective 30.01.2012. In terms of Section 260 of the Companies Act, 1956 and Article 36 (e) of the Articles of Association of the Company, he holds office upto the date of this Annual General Meeting and is eligible for appointment as Director. He requested the members to pass the following resolution as a Special Resolution for his appointment.

Thereafter A Rama Krishna proposed the following resolution.

"RESOLVED THAT Rao Purnachandra Potharlanka who was appointed as an Additional Director of the Company w.e.f 30.01.2012 by the Board of Directors under section 260 of the Companies Act, 1956 and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, pursuant to Section 257 of the Companies Act, 1956 proposing the candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are here by authorized to do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution"

D V K Rao seconded the above resolution.

Chairman put the resolution to vote by show of hands and was carried unanimously.

VIMTA LABS LTD. HYDERABAD-51

SPECIAL BUSINESS

For the purpose of discussing the business as laid down under Item No.6 to 8 of Agenda the members unanimously elected Prof D Balasubramanian to Chair the meeting as Dr S P Vasireddi, Chairman & Managing Director is interested in the Resolutions.

Item No. 6 : Re-designation of Harita Vasireddi, Director Quality as Joint Managing Director

Chairman informed the members Harita Vasireddi was appointed as Director Quality by the shareholders in their meeting held on 30.09.2010. Keeping in view of the Company's requirements and the succession plans, the Board in its meeting held on 21.05.2012 has decided to give the responsibilities of Joint Managing Director and accordingly re-designated without changing any of the other terms and conditions of her appointment as approved by the shareholders mentioned above. He requested the members to pass the following resolution as a Special Resolution.

Thereafter M A Rahman Sufi proposed the following resolution.

"RESOLVED THAT in partial modification of the resolution passed by the members at the Annual General Meeting held on 30.09.2010 relating to appointment of Ms. Harita Vasireddi, Director Quality be and is hereby re-designated as Joint Managing Director w.e.f. 21.05.2012 without any change in the other terms and conditions of her original appointment as Director Quality."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are here by authorized to do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution"

Santhi Lal Shah seconded the above resolution.

Chairman put the resolution to vote by show of hands and was carried unanimously.

Item No. 7 : Appointment of Sireesh Chandra Vungal as Manager – Information Technology

Chairman informed that the Board considered Sireesh Chandra Vungal S/o V Harriman, Director Technical aged 35years having M Sc in Information Technology with over 12 years of practical experience in the relavent field will strengthen the management in Information Technology functions of the Company. Accordingly the Board appointed him as Manager - Information Technology w.e.f. 01.07.2012 in their Board Meeting held on 16.07.2012.

The remuneration proposed to be paid to Sireesh Chandra Vungal is commensurate with his qualification and experience and further, it is in line with the existing employees of the Company at same level and industry standards prevalent in the country. He requested the members to pass the following resolution as a Special Resolution.

Thereafter VSK L Narasimha Rao proposed the following resolution.

"RESOLVED THAT pursuant to the provisions of section 314 and 314(1B) and other applicable provisions if any, of the Companies Act, 1956 and subject to such other approvals if any, as may be required under the provisions of the Act, Company hereby give consent for the appointment of Sireesh Chandra Vungal, a relative of Director of the Company as Manager - Information Technology w.e.f. 01.07.2012 with a remuneration of `100,000/- p.m. plus other perquisites per the norms of Company with annual increments as may be approved by the Board from time to time subject to condition that the total remuneration payable to Sireesh Chandra Vungal shall not exceed `250,000/- per month including all allowances plus other perquisites per the norms of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are here by authorized to do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution"

Suresh Chandra Jain seconded the above resolution.

VIMTA LABS LTD. HYDERABAD-51

Chairman put the resolution to vote by show of hands and was carried unanimously.

Item No. 8 : Appointment of Satya Sreenivas Neerukonda as Manager – Business Development

Chairman informed that the Board considered Neerukonda Satya Sreenivas son-in-law of V V Prasad, Executive Director aged 36 years having B.Pharm, MBA in Business Development with over 12 years of practical experience in the relavent field will strengthen the management in Business Development functions of the Company. Accordingly the Board appointed him as Manager - Business Development w.e.f. 01.07.2012 in their Board Meeting held on 16.07.2012.

The remuneration proposed to be paid to Neerukonda Satya Sreenivas is commensurate with his qualification and experience and further, it is in line with the existing employees of the Company at same level and industry standards prevalent in the country. He requested the members to pass the following resolution as a Special Resolution.

Thereafter Kamal Kishore proposed the following resolution.

"RESOLVED THAT pursuant to the provisions of section 314 and 314(1B) and other applicable provisions if any, of the Companies Act, 1956 and subject to such other approvals if any, as may be required under the provisions of the Act, Company hereby give consent for the appointment of Neerukonda Satya Sreenivas, a relative of Director of the Company as Manager - Business Development w.e.f. 01.07.2012 with a remuneration of `100,000/- p.m. plus other perquisites per the norms of Company with annual increments as may be approved by the Board from time to time subject to condition that the total remuneration payable to Neerukonda Satya Sreenivas shall not exceed ` 250,000/- per month including all allowances plus other perquisites per the norms of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are here by authorized to do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution"

Suresh Chandra Jain seconded the above resolution.

Chairman put the resolution to vote by show of hands and was carried unanimously.

There being no other business, the meeting was terminated with a vote of thanks to the Chair.

Sd/-
CHAIRMAN

Date : 03.10.2012

//True Copy //

for VIMTA LABS LIMITED

Place : Hyderabad
Date : 03.10.2012

A VENKATA RAMANA
Company Secretary