



Vivimed

To
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

04.12.2010

Sub: Outcome of Extra Ordinary General Meeting

With reference to above captioned subject, we are hereby submitting outcome of Extra Ordinary General Meeting held on 4th December, 2010.

This is for your information and record.

Thanking You

Yours Truly,

For Vivimed Labs Limited

Fahim Aslam Khan
Company Secretary





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**MINUTES OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF
VIVIMED LABS LIMITED HELD ON SATURDAY, 4th DECEMBER, 2010 AT 11.30
A.M. AT HOTEL MAYURA INTERNATIONAL, BIDAR - 585401**

PRESENT

- | | | | |
|----|----------------------|---|-------------------|
| 1. | Dr. V. Manohar Rao | : | Chairman |
| 2. | Mr. P.V. Rathnam | : | Director |
| 3. | Mr. Fahim Aslam Khan | : | Company Secretary |

MEMBERS

18 members were present in person/proxy.

Dr. V. Manohar Rao, took the Chair.

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

**1. ALLOTMENT OF EQUITY SHARES TO SHAREHOLDERS OF HAR-MET
INTERNATIONAL INC.:**

Mr. Ravi Kiran proposed and Mr. K. Manohar seconded that the following resolution be adopted as a Special Resolution:

"RESOLVED THAT consent of members of the Company be and is hereby accorded to the Board of Directors and/or its duly authorized committee, to allot upto an extent of 563,196 Equity Shares of Rs.10/- each credited as fully paid up towards part consideration of value payable by Vivimed Labs USA Inc. to the shareholders of Har-Met International Inc. for acquisition and merger of Har-Met International Inc. in Vivimed Labs USA Inc. pursuant to the 'Agreement and Plan of Merger' entered into by and amongst Vivimed Labs Limited, Vivimed Labs USA Inc, Har- Met International Inc., William F. Harvey and Arvind Mehta."

"RESOLVED FURTHER THAT Board of Directors and/or its duly authorized committee, be and is hereby authorized to decide in its discretion, about treatment of the value of shares so allotted pursuant to the said agreement, either as loan to Vivimed Labs USA Inc., or as contribution to equity of Vivimed Labs USA Inc. or as partly loan and partly contribution to equity."

" 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 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 this resolution, Mr. Santosh Varalwar, Managing Director and CEO, Dr. V.M. Rao, Chairman and Whole Time Director, Mr. Subhash Varalwar, Vice Chairman and Whole Time Director and Mr. Fahim Aslam Khan, Company Secretary be and are hereby severally authorized to do and/or ratify all such acts, deeds, matters and things, as they may in their





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absolute discretion deem necessary, proper or desirable as may be required in connection with the allotment of the Equity Shares, to settle any question, difficulty or doubt that may arise in this regard, to seek listing of the Equity Shares and to do all such other acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient as deemed fit."

" RESOLVED FURTHER THAT the Board or Committee be and is hereby authorized to make on its own accord or to accept such amendments, modifications, variations and alterations as may be stipulated by SEBI, RBI, FIPB and/or any other regulatory authority."

On being put to vote on show of hand 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.

Place: Bidar
Date: 04.12.2010

Sd/-
CHAIRMAN

// CERTIFIED TRUE COPY //

For VIVIMED LABS LIMITED


FAHIM ASLAM KHAN
COMPANY SECRETARY

