



Vivimed

Date: 28.09.2012

To

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai – 400051

Dear Sir/Madam,

Subject: Out come of Annual General Meeting

With reference to the captioned subject, We are enclosing herewith Outcome of the Annual General Meeting held on 27/09/2012

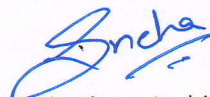
This is for your information and record.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours Truly,

For Vivimed Labs Ltd


Snehashree Joshi



Asst. Company Secretary

ENCL: AS ABOVE

**MINUTES OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF
VIVIMED LABS LIMITED HELD ON THURSDAY, 27TH SEPTEMBER, 2012 AT 11.30 A.M. AT
78/A, KOLHAR INDUSTRIAL AREA, BIDAR - 585403**

PRESENT

1.	Dr. V. Manohar Rao	:	Chairman
2.	Mr. P.V. Rathnam	:	Director
3.	Mr. Santosh Varalwar	:	Managing Director & CEO
4.	Mr. S. Raghunandan	:	Director
5.	Snehashree Joshi	:	Asst. Company Secretary

MEMBERS

20 members were present in person/proxy.

Dr. V. Manohar Rao, took the Chair, and thereafter chairman's speech was read.

With the permission of the members, the notice convening the meeting, Directors Report, Annual Accounts and Report of the Auditors was taken as read.

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

1. ADOPTION OF ANNUAL ACCOUNTS:

Mr. Suresh Mishra proposed and Mrs. Lalitha seconded the following resolution as an Ordinary Resolution:

"RESOLVED THAT audited Balance Sheet as at 31.03.2012 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."

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

2. DECLARATION OF DIVIDEND ON COMPULSORY CONVERTIBLE AND CUMULATIVE PREFERENCE SHARE (CCPS,s):

Mr. V. Ravi Kiran proposed and Mr. P.Babu Rao seconded the following resolution as an Ordinary Resolution:

"RESOLVED that prorata dividend for the financial year ended on 31st March, 2012 on 6,70,000 CCPS's of Rs. 1000/- @ 3.50% per share as recommended by the Board of Directors be and is hereby declared and that the same shall be payable to NYLLIM JACOB BALLAS INDIA FUND III LLC, being the preference share holder whose name appears in the register of members as on book closure date i.e. September 25, 2012."

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

3. DECLARATION OF DIVIDEND

Mr. Chandra Shekar proposed and Mr.Srinivas Reddy seconded the following resolution as an Ordinary Resolution:



"RESOLVED that dividend for the financial year ended on 31st March, 2012 on 1,39,33,942 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. 25.09.2012."

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

4.CONCERNING APPOINTMENT OF DIRECTOR IN PLACE OF MR.V.PEESAPATI,WHO RETIRES BY ROTATION

Mr. Vimal proposed and Mr. V. Ravi Kiran seconded the following resolution as an Ordinary Resolution:

"RESOLVED THAT, no person be appointed to replace Mr. V. Peesapati, as Director, who retires by rotation at this Annual General Meeting but does not offer himself for reappointment."

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

5. APPOINTMENT OF M/S WALKER,CHANDIOK & CO. CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY.

Mr.Swamy Das proposed and Mr. K. Srinivasulu seconded the following resolution as an Ordinary Resolution:

"RESOLVED THAT, M/s Walker, ChandioK & Co. Chartered Accountants, Hyderabad, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Board of Directors."

6. Appointment of Mr.Srinivas Chidambaram, as Director of the Company.

Mr. V. Ravi Kiran proposed and Mr. K. Srinivasulu seconded the following resolution as a Special Resolution:

"RESOLVED THAT Mr.Srinivas Chidambaram ,who was appointed as an Additional Director of our Company with effect from 14th November,2011 pursuant to an agreement with NYLLIM LACOB BALLAS INDIA FUND III LLC and who holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956 is eligible for appointment and is hereby appointed as Director of our Company, not liable to retire by rotation in terms of the said agreement.."

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

7. Appointment of Mr.C.Ramakrishna as Director of the Company.

Mr. K. Srinivasulu proposed and Mr. Suryan Laxman seconded the following resolution as a Special Resolution:

"RESOLVED THAT Mr.C.Ramakrishna ,who was appointed as an Additional Director of our Company with effect from 14th November,2011 and who holds office upto the date of this Annual General Meeting and is hereby appointed as Director of our Company, subject to retire by rotation."



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

8. ISSUE EQUITY SHARES TO THE EMPLOYEES/DIRECTORS OF THE COMPANY UNDER THE EMPLOYEES STOCK OPTION SCHEME OF THE COMPANY

Mr. Vinay Kumar Joshi proposed and Mr. V. Ravi Kiran seconded the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (“the ESOP Guidelines”) including any statutory modification(s) or re-enactment of the Act or the ESOP Guidelines for the time being in force, the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed or other relevant authority, from time to time, to the extent applicable and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of our Company (hereinafter referred to as “the Board”) which term shall be deemed to include any committee thereof constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Company be is hereby accorded to the Board to implement the proposed Employees Stock Option Scheme 2012 (ESOS 2012) whose main features are provided in ESOS 2012, at any time during the currency of the proposed ESOS 2012 to or for the benefit of employees, who are in permanent employment, including Directors of our Company whether working in or outside India not exceeding 4,00,000 equity shares arising on exercise of options issued under the said proposed ESOS 2012 and/or equity linked instruments including options and /or any other instrument or securities which could give rise to equity shares (hereinafter collectively referred to as “Securities”) of the Company. Each option is exercisable into one equity share of our Company at such exercise price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Guidelines or other applicable provisions of law as may be prevailing at that time.”

“RESOLVED FURTHER THAT the said Securities may be granted/allotted directly to such employees/directors of our Company in accordance with the ESOS 2012 framed and tabled before the Board in any permissible manner.”

“RESOLVED FURTHER THAT the issue of Securities to any non-resident employee(s), non-resident Director(s) shall be subject to such approvals, permissions or consents under the Foreign Exchange Management Act or any other relevant rules and regulations as may be necessary from Reserve Bank of India or any other relevant authority in this regard.”

“RESOLVED FURTHER THAT the new equity shares to be issued and allotted by our Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of our Company.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the ESOP Guidelines.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted upon exercise under the ESOS 2012, on the stock exchanges where our Company's shares are listed as per the terms and conditions of the listing agreement entered into with the stock exchanges and other applicable guidelines, rules and regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment or Listing of the Securities under the ESOS 2012, the Board/Compensation Committee be and is hereby authorized On behalf of our Company to evolve, decide upon and bring in to effect and make any modifications, changes, Variations, alterations or revisions in the said ESOS



2012 or to suspend, withdraw or revive the ESOS 2012 from time to time as per the discretion of the Board and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of our Company”.

9. ISSUE EQUITY SHARES TO THE EMPLOYEES/DIRECTORS OF THE SUBSIDIARIES OF THE COMPANY UNDER THE EMPLOYEES STOCK OPTION SCHEME OF THE COMPANY:

Mr. Santosh Kulkarni proposed and Mr. Vinay Kumar Joshi seconded the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (“the ESOP Guidelines”) including any statutory modification(s) or re-enactment of the Act or the ESOP Guidelines for the time being in force, the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed or other relevant authority, from time to time, to the extent applicable and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of our Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Company be and is hereby accorded to the Board to implement the proposed Employees Stock Option Scheme 2012 (ESOS 2012) whose main features are provided in the explanatory statement and to create, offer, issue and allot in one or more tranches, under the said proposed ESOS 2012, at any time during the currency of the proposed ESOS 2012 to or for the benefit of employees of the subsidiaries of our Company in or Outside India, who are in permanent employment, including Directors of the subsidiaries of our Company whether working in or outside India not exceeding 1,00,000 equity shares arising on exercise of options issued under the said proposed ESOS 2012 and/or equity linked instruments including options and/or any other instrument or securities which could give rise to equity shares (hereinafter collectively referred to as “Securities”) of our Company. Each option is exercisable into one equity share of our Company at such exercise price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Guidelines or other applicable provisions of law as may be prevailing at that time.”

“RESOLVED FURTHER THAT the said Securities may be granted/allotted directly to such employees/directors of the subsidiaries of our Company in accordance with the ESOS 2012 framed as tabled before the Board in any permissible manner.”

“RESOLVED FURTHER THAT the issue of Securities to any non-resident employee(s), non-resident Director(s) shall be subject to such approvals, permissions or consents under the Foreign Exchange Management Act or any other relevant rules and regulations as may be necessary from Reserve Bank of India or any other relevant authority in this regard.”

“RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of our Company.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the ESOP Guidelines.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted upon exercise under the ESOS 2012, on the stock exchanges



where our Company's shares are listed as per the terms and conditions of the listing agreement with the stock exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment or listing of the Securities under the ESOS 2012, the Board be and is hereby authorized on behalf of our Company to evolve, decide upon and bring in to effect and make any modifications, changes, variations, alterations or revisions in the said ESOS 2012 or to suspend, withdraw or revive the ESOS 2012 from time to time as per the discretion of the Board and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of our Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company."

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: 28/09/2012

Sd/-
CHAIRMAN

