



Vivimed

Date:16/02/2013

To

BSE Limited
Listing Department
P.J.Towers,Dalal Street,
Mumbai – 400001

BSE - Code : 532660

National Stock Exchange of India Ltd
Listing Department,
Exchange Plaza,Bandra Kurla Complex,
Bandra(E),Mumbai – 400051

NSE- Symbol: VIVIMEDLAB

Dear Sir/Madam

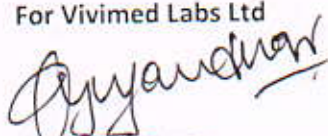
Sub: Notice of Extra - ordinary General Meeting –Reg.

With reference to the above subject, Please find enclosed Notice of Extra-ordinary General Meeting of the members of the Company to be held on 12th March 2013 for consent of members for further issue of shares as detailed in the enclosed notice.

You are requested to take note of the above.

Yours faithfully

For Vivimed Labs Ltd


K.YUGANDHAR

COMPANY SECRETARY.





Vivimed

VIVIMED LABS LIMITED

Registered Office: 78/A, Kolhar Industrial Area, Bidar – 585403, Karnataka
Corporate Office: 2nd Floor, Veeranag Towers, Habsiguda, Hyderabad – 500007 (A.P.)

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of VIVIMED LABS LIMITED will be held at its Registered Office of the Company situated at # 78/A, Kolhar Industrial Area, Bidar – 585 403 on Tuesday, 12th March, 2013 at 11.30. A.M. to transact the following business:

Item No.1) To consider and if thought fit, to pass with or without modifications, 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 (Including any amendment thereto or re-enactment thereof) , and the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges on which shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ('SEBI') including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), the Foreign Exchange Management Act, 1999 ('FEMA') and rules and regulations issued there under, and in accordance with the applicable rules and regulations of the Reserve Bank of India (RBI), the Secretariat of Industrial Assistance, the Foreign Investment Promotion Board, the Government of India or any other relevant authority, including any clarifications thereon issued from time to time, if any and subject to all such approvals and any conditions and/or modifications as may be prescribed, stipulated or imposed by any such authority and/or which may be agreed to or considered necessary by the Board of Directors of the Company (hereinafter referred to as 'the Board' which expression shall be deemed to include any Committee(s) constituted /to be constituted by the Board, in its absolute discretion, to exercise its power including the power conferred by this resolution), consent, permission and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot the following Equity Shares on preferential basis under Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 to the following persons

- i) Upto 40143 Equity Shares of Rs.10/- each to Dr. Kumar Kurumaddali, Credited as fully paid up , in regard to swap of shares of **Finoso Pharma Private Limited** after taking over the Company, at a price of Rs.350/- per Equity Share (including a premium of Rs.340/- per Equity Share) being a price higher than the price determined as per Regulation 76(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

- ii) Upto 102714 Equity Shares of Rs.10/- each to Mrs. Prashanthi Alamuru.. Credited as fully paid up, in regard to swap of shares of **Finoso Pharma Private Limited** after taking over the Company, at a price of Rs.350/- per Equity Share (including a premium of Rs.340/- per Equity Share) being a price higher than the price determined as per Regulation 76(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The Relevant Date in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 on the basis of which the minimum price of the Equity Shares shall be determined, shall be 30 days prior to the passing of this resolution i.e. February 11, 2013 ("Relevant Date");

"RESOLVED FURTHER THAT, the Equity Shares shall be issued by the Company on the following terms and conditions:

- i) The Equity Shares allotted shall be subject to lock in period as per SEBI Regulation as applicable at the time of allotment.
- ii) The issue of Equity Shares in the manner aforesaid shall be governed by the respective provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company and also the guidelines and regulations issued by SEBI, RBI, FIPB and /or any other authority as the case may be, or any modifications thereof.
- iii) The Equity Shares shall rank pari passu in all respect including payment of dividend with the existing Equity Shares of the Company.
- iv) The Board be and is hereby authorized to decide and approve the other terms and conditions of the proposed issue including the size of proposed issue and also shall be entitled to vary, modify or alter any of the terms and conditions including the size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT, any director and company secretary of the Company be and is hereby severally authorized to make all necessary filings for obtaining "in-principle" and final approvals under Clause 24(a) and other applicable clauses/provisions of the listing agreements with each of the stock exchanges on which the Company's Equity Shares are listed (the "Listing Agreements") and any other approvals required under applicable law in relation to the issue of Equity Shares."

"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 Management Committee/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 the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and/or things, including, but not limited to, finalization and approval of the preliminary as well as the final document(s), determining the form and manner of the issue, the execution of various transaction documents, and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the equity shares, including amending the terms of the equity shares and subject to applicable law, for the utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent and that the members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board/committee of the Board and other designated officers of the Company, be and are hereby severally authorised to make all filings with the stock exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By order of the Board
For Vivimed Labs Limited

Date: 13.02.2013
Place: Hyderabad

Sd/-
Santosh Varalwar
Managing Director & CEO

NOTES:

- 1) Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is attached hereto.
- 2) All documents (including the certificate of Chartered Accountants, the statutory auditors of the Company, the Memorandum and Articles of Association of the Company referred to in the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on any working days between 10.00 a.m and 2.00 p.m up to the date of the Extra- Ordinary General Meeting.
- 3) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the Company. A blank proxy form is enclosed. The proxy form duly stamped and executed should be deposited at the office of the Share Transfer Agent at Aarthi Consultants Pvt Ltd , 1-2-285, Domalaguda, Hyderabad -500029 at least forty-eight hours before the time fixed for the commencement of the meeting.
- 4) Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Share Transfer Agents quoting their folio numbers.
- 5) Members/Proxy holders are requested to produce at the entrance, the attached admission slip for admission to the meeting hall. Duplicate admission slips will not be provided at the hall.
- 6) The Members who hold shares in physical form are requested to intimate/update the email address to the Company/Share Transfer Agent while Members holding shares in demat form can intimate/ update their e-mail address with their respective Depository Participants

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 1

The Company Acquired a pharmaceutical development services company, **Finoso Pharma Private Limited** for a consideration of **INR 15,00,00,000** (Rupees Fifteen Crores Rupees Only) and the part of consideration shall be paid in cash, milestone payments and the rest in the form of issuing/allotting of Equity shares of the Company. As per the Share purchase agreement(s) entered/to be entered with Dr. Kumar Kurumaddali and Mrs. Prashanthi Alamuru by the company, it has to issue 142857 number of equity shares of the company in lieu of payment of INR 5,00,00,000/- payable to Dr. Kumar Kurumaddali (40143 Equity Shares of Rs.10/- each at a price of Rs.350/- per Equity Share (including a premium of Rs.340/- per Equity Share)) and Mrs. Prashanthi Alamuru ((102714 Equity Shares of Rs.10/- each at a price of Rs.350/- per Equity Share (at a premium of Rs.340/- per Equity Share)) (the sellers of **Finoso Pharma Private Limited's** equity shares).

For the purpose of part funding of the Acquisition it is proposed to create, issue, offer, allot equity shares at a later date, to Non Promoters. Section 81 of the Companies Act, 1956 provides, inter alia, that whenever it is proposed to increase the subscribed capital of the Company by a further issue and allotment of shares, such shares shall be offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in a general meeting.

The consent of the shareholders is therefore being sought pursuant to the provisions of Section 81(1A) of the Companies Act 1956, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the listing agreements entered into with the stock exchanges on which the shares of the Company are listed, to authorize the Board/ Management Committee to raise additional capital by further issue of equity shares.

As per Regulation 76(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, an issue of equity shares on a preferential basis can be made only at a price, which is not less than the higher of the following :-

(i) The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognised stock exchange during the six months preceding the relevant date;

or

(ii) The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date

The "Relevant Date" for the preferential offer also means the date thirty days prior to the date on which this Extra Ordinary General Meeting of the Company is held, to consider amongst others, the proposed preferential offer under Section 81(1A) of the Act. Accordingly the "Relevant Date" for the preferential offer is 11th February, 2013. For this purpose also, stock exchange means National Stock

Exchange of India Limited in which the highest trading volume in the company's shares has been recorded during the six months immediately preceding the Relevant Date. The average price as computed on the above basis during the six months preceding the Relevant Date is Rs.348.97 per equity share where as during the two weeks preceding the Relevant Date is Rs.332.99 per equity share.

The price computed on the basis of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 comes to Rs.348.97 /- per equity share approximately ("Floor Price"). 142857 equity shares are proposed to be allotted at a price of Rs.350/- per equity share which is higher than the floor price.

Disclosure under Regulation 73(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, regarding proposed issue and allotment of equity shares as preferential allotment:

1. Object of the issue through the preferential offer :

Part Funding the Acquisition of the pharmaceutical development services company, **Finoso Pharma Private Limited**.

2. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:

None of the Promoters/ Directors/ Key Management persons has any intention to subscribe to the offer.

3. Shareholding pattern of the issuer before and after the preferential issue

The Figures in the following Table are as on 31st December, 2012 and excludes subsequent transfers and allotments. (As of 31st December 2012)

Sl. No.	Particulars (Category)	Pre offer Shareholding	%	Preferential Offer	Post offer Shares(Assuming full conversion of outstanding Preference shares)	%
A	Promoters and Promoter Group					
	1. Indian					
	--Individuals	4304988	30.90	0	4304988	26.57
	--Others	1986178	14.25	0	1986178	12.26

	2. Foreign	0	0	0	0	0
	3. Others	0	0	0	0	0
	SUB TOTAL (A)(1+2+3)	6291166	45.15	0	6291166	38.83
B	Non Promoter Holding					
	(B1) Institutions					
	(a) Mutual Funds/UTI /Govt	19226	0.14	0	19226	0.12
	(b) Financial Institutions/B anks	22025	0.16	0	22025	0.14
	(c) Foreign Institutional Investor	206500	1.48	0	206500	1.27
	(d) Foreign Companies	2080137	14.93	0	4207121	25.98
	SUB TOTAL B1	2327888	16.71	0	4454872	27.51
	(B2) Non Institutions			0		
	(a) Individuals (Preferential Allotment of equity shares is Proposed be made to individuals)	3426836	24.59	1,42,857	3569693	22.03
	(b) Bodies Corporate	963682	5.91	0	963682	5.95
	(c) Any Others					
	Non Resident Individuals	528713	4.51	0	628713	3.87
		0	0	0	0	0
	-Trusts					
	Clearing Members	21689	0.16	0	21689	0.13
	Foreign Nationals	273968	1.97	0	273968	1.68
		5314888	38.14	0	5457745	33.66
	Sub Total (B2)	7642776	54.85	0	9912617	61.17
	Sub Total B (B1 +B2)	13933942	100	142857	16203783	100
	Grand Total (A+B)					

The voting rights will change in tandem with the change in shareholding pattern.

Notes:

1. The figures shown in the above table assumes the following:
 - a. The issue and allotment of all the Equity Shares is mentioned in the resolution at Item No.1
 - b. Assuming full conversion of outstanding Preference shares held by Nylim Jacob Ballas india fund III,LLC to which they may be entitled.
 - c. The holdings of other shareholders do not change.
4. Proposed time within which the allotment shall be completed

The allotment of the Equity Shares are proposed to be completed within 15 days of the date of passing of the above resolutions at the general meeting, provided that where the allotment is pending on account of pendency of any regulatory authority or Central Government approval(s), the allotment shall be completed within 15 days from the date of receipt of such approval(s).

5. Auditor's Certificate

A Certificate, from M/s P.Murali & Co., Chartered Accountants., Statutory Auditors of the Company, certifying that the issue of shares by way of the proposed preferential allotment is being made in accordance with the requirement of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be placed before the shareholders at the Extraordinary General Meeting and is available for inspection of members at the registered office of the Company.

6. Lock-in

The Shares to be allotted on preferential basis to the investors shall be subject to the Lock-in periods as applicable in accordance with Regulation 78(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

7. Identity and percentage of post Preferential Issue Capital held by proposed allottees :

Name and address of the proposed allottee	Pre Preferential issue shareholding		Post Preferential Issue Shareholding (after allotment of equity shares on assumption of full conversion of Preference shares)	
	Number of Equity Shares	Percentage	Number of Equity Shares	Percentage
1. Dr. Kumar Kurumaddali, S/O Late K.V. Rao, residing at Plot No. 13 & 14 Sai Ansh	0	0	40143	0.25

Arcade, Trimulghery, Secunderabad 500 015, India;				
2. Mrs. Prashanthi Alamuru, W/O Dr. Kumar Kurumaddali, residing at Plot No. 13 & 14, Sai Ansh Arcade, Trimulghery, Secunderabad 500 015, India;	0	0	102714	0.63

Notes:

2. The figures shown in the above table assumes the following:
 - a. The issue and allotment of all the Equity Shares is mentioned in the resolution at Item No.1
 - b. Assuming full conversion of outstanding Preference shares held by Nylim Jacob Ballas india fund III, LLC to which they may be entitled.
 - c. The holdings of other shareholders do not change.

8. Undertaking

- i) The Board of Directors of the Company undertake that there is no need for the Company to recompute the price of the specified securities in terms of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- ii) The proposed allotment of the Equity Shares on a preferential basis, if made, will not result in change in the management or control of the Company as per the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.
- iii) The Company is taking necessary steps to obtain the requisite approval/s from the regulatory authorities, as may be applicable, for the proposed investment.

Section 81(1A) of the Companies Act, 1956, provides, inter alia, that such further shares may be offered to any persons whether or not such persons are existing holders of equity shares of the company as on the date of offer by way of a Special Resolution passed to that effect by the company in General Meeting. The Listing Agreements executed by the Company with the various Stock Exchanges also provide that the Company shall issue or offer in the first instance all Securities to the existing equity shareholders of the Company unless the Shareholders decide otherwise.

Accordingly, the consent of the shareholders is being sought, pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956, Regulation 74(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments thereof, and in terms of the provisions of the Listing Agreements, and such other approvals as may be necessary, to issue and allot securities as stated in the Special Resolution.

The proposed Special Resolution gives (a) adequate flexibility and discretion to the Board to finalise the terms of the issue in accordance with the normal practice, (b) powers to issue and market any securities; and (c) for utilization of the issue proceeds as the Board may deem fit, without being required to seek any further consent or approvals of the Members or otherwise, with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

The proposed issue of securities is in the interest of the Company and your Directors recommend the passing of the resolution under this item as a Special Resolution.

None of the Directors of the Company is in any way concerned or interested in above resolution.

By order of the Board
For Vivimed Labs Limited

Date: 13.02.2013
Place: Hyderabad

Sd/-
Santosh Varalwar
Managing Director & CEO

VIVIMED LABS LIMITED

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

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company to be held on Tuesday, 12th March, 2013 at 78/A, Kolhar Industrial Area, Bidar - 585 403 at 11.30 A.M.

Full Name of the Member :

Regd. Folio No./ Dp. ID No. & Client ID No. :

No. of shares held :

Full Name of the Proxy (in Block Letters) :

Signatures of the Member(s) or

Proxy/Proxies present :

Please complete and sign this attendance slip and hand it over at the entrance of the meeting hall. Only Member(s) or their proxies with this attendance slip will be allowed entry to the Meeting. Duplicate slips will not be issued at the entrance.

VIVIMED LABS LIMITED

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

PROXY FORM

I/We having office/resident of being a member of VIVIMED LABS LTD and holding Equity shares in the Capital of the Company (Regd. Folio No/ Dp. ID No. & Client ID No :) hereby appoint of or failing him/her as my/our proxy to attend and vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, 12th March, 2013 at 78/A, Kolhar Industrial Area, Bidar - 585 403 at 11.30 A.M and at any adjournment thereof.

Affix
Revenue
Stamp

Signed this day of 2013

Note: (a) The form should be signed across the stamp as per specimen signatures registered with the Company. (b) Proxy is not member of the company (b) Proxy form duly filled in and signed by the member(s) across revenue stamp should reach company's registrar & transfer agent office at least 48 hours before the time for the meeting. (c) Corporate members intending to send their authorised representative(s) to attend meeting are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the meeting.

PRINTED MATTER

BOOK - POST

If Undelivered Please Return to:

VIVIMED LABS LIMITED

Corporate Office: 2nd Floor, Veeranag Towers, Habsiguda, Hyderabad - 500007 (A.P.)