

Date: 16.09.2021



**Vivimed**

To  
BSE Limited  
P.J.Towers, Dalal Street,  
Mumbai – 400001  
**BSE - Code : 532660**

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

Dear Sir/Madam,

**Subject: Postal Ballot Notice and Calendar of Events for the Postal Ballot Process.**

Pursuant to Regulation 30 of the Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and in continuation of our letter dated September 06, 2021, this is to inform you that the company has approved the following calendar of events in connection with the Postal Ballot process for seeking consent of the members through Remote E-voting by way of a Special Resolutions:

1. Issuance of 3,00,00,000 fully convertible warrants on preferential basis to the persons belonging to non-promoter category
2. Issuance of 1,25,00,000 fully convertible warrants on preferential basis to the promoters / promoters group of the company
3. Issuance of Securities through QIP/GDR/ADR/FCCB/etc.,

Sr. No.	Particulars	Schedule
1	Cut-off Date for identification of voting rights of the members.	Tuesday, September 14, 2021
2	Date and Time of commencement of remote e-voting	Saturday, September 18, 2021 at 9.00 a.m
3	Date and Time of end of remote e-voting	Sunday, October 17, 2021 at 5.00 p.m
4	Submission of report by the Scrutinizer	On or before Tuesday, October 19, 2021
5	Date of Declaration of results of voting	On or before Tuesday, October 19, 2021

Kindly note that due to current extra-ordinary circumstances requiring social distancing to combat the spreading of the novel coronavirus ("COVID-19") and in accordance with the Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "Rules") (including any statutory modification, amendment or re-enactment thereof for the time being in force) Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, as amended (SEBI Listing Regulations) and in compliance with General Circular's issued by the Ministry of Corporate Affairs, the voting by members through postal ballot shall take place only through remote e-voting and no physical ballot form will be dispatched by the Company.

We hereby submit the Postal Ballot Notice dated Monday, September 06, 2021, which will be dispatched to shareholders on or before Friday, September 17, 2021.

The Postal Ballot Notice is available on the website of the Company i.e. [www.vivimedlabs.com](http://www.vivimedlabs.com)

You are requested to kindly take the same on your record.

Thanking you.

For and on behalf of

**Vivimed Labs Limited**

**Yugandhar Kopparthi**  
Company Secretary



**Vivimed Labs Limited.**

CIN: L02411KA1988PLC009465

Registered Office: #78/A, Kolhar Industrial Area,  
Bidar, Karnataka - 585 403, India.

T +91 (0) 8482-232045, F +91 (0) 8482-232436

Email: [contact@vivimedlabs.com](mailto:contact@vivimedlabs.com) | [www.vivimedlabs.com](http://www.vivimedlabs.com)

**Corporate Office:**

North End, Road No. 2  
Banjara Hills, Hyderabad,  
Telangana - 500 034, India.

GSTIN: 36AAACV6060A1ZQ

T +91(0) 40-6608-6608, F +91(0) 40-6608-6699





**Vivimed**

**VIVIMED LABS LIMITED**

[CIN: L02411KA1988PLC009465]

Regd. Office: Plot No.78/A, Kolhar Industrial Area, Bidar – 585403, Karnataka  
Corporate Office: North End Complex, 4<sup>th</sup> floor, Road No.2, Banjara Hills, Hyderabad– 500034, Telangana  
Tel: +91-40-6608 6608 F +91-40-6608 6699, Email: yugandhar.kopparthi@vivimedlabs.com,  
Website: www.vivimedlabs.com,

**POSTAL BALLOT NOTICE**

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

Notice is hereby given to the Members of Vivimed Labs Limited ("the Company"), that pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), it is proposed to transact the Special Business as set out hereunder by passing Special Resolutions through Postal Ballot (e-voting). The proposed Resolutions and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts with respect to Special Business are annexed hereto along with a Postal Ballot Form for seeking consent of the Members.

Section 110 of the Companies Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Aarthi Consultants Private Limited, Registrar and Share Transfer Agent of the Company.

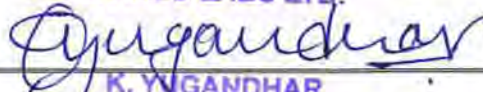
The Board of Directors at their meeting held on September 06, 2021, has appointed Mr.N.V.S.S.Rao, Practicing Company Secretary (Membershp No:5868) as Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.

**E-voting:** The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), has provided the Members with the facility of casting their votes on the Special Business as set out hereunder through electronic voting (e-voting) system of Central Depository Services (India) Limited (CDSL).

Members are requested to read the information and other instructions relating to e-voting as contained at Sr.No.11 under 'Notes'. The e-voting period shall commence from Saturday, September 18, 2021, at 09:00 a.m. and conclude on Sunday, October 17, 2021, at 05:00 p.m. The e-voting facility shall be disabled by CDSL thereafter.

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For VIVIMED LABS LTD.

  
K. YUGANDHAR  
Company Secretary  
ACS No. 19315



The Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before Tuesday, October 19, 2021. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.vivimedlabs.com and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

#### **SPECIAL BUSINESS:**

#### **ITEM NO 1: ISSUANCE OF 3,00,00,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON PROMOTER CATEGORY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or reenactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and any amendment thereof and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot upto 3,00,00,000 (Three Crores only) Fully Convertible Warrants ("Warrants") to be convertible at an option of Warrant holder in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs.2/- (Rupees Ten only) each for cash at an issue price of Rs.25/- per warrant (Rupees Twenty five only) or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be finalized by the Board of Directors, to the persons belonging to the Non Promoter category:

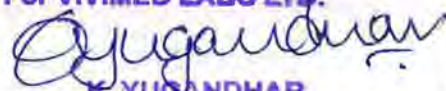
Sl. No.	Name of the Proposed Allottee	Number of Warrants
1	Yuga Infratech Private Limited	1,00,00,000
2	Procon Power Tech Private Limited	1,00,00,000
3	Enviro Green Technologies (Proprietorship)	1,00,00,000
	<b>Total</b>	<b>3,00,00,000</b>

**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Warrants is Friday, September 17, 2021, which is 30 days prior to the last date for receipt of postal ballot i.e. October 17, 2021.

**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- Each Warrant held by the Proposed Warrant Allottee ("**Warrant Holder**") shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "**Warrant Exercise Period**").
- The Proposed Warrant Allottee shall, on or before the date of allotment of Warrants and after the shareholders' approval, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018. The balance 75% of the Issue Price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the date of allotment thereof.
- Warrants, being allotted to the persons belonging to Non Promoter Category and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

For VIVIMED LABS LTD.

  
K. YUGANDHAR  
Company Secretary  
ACS No. 19315



- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottees.
- f) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- g) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
- h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Fully Paid up Equity Shares of face value of Rs.2/- each of the Company.
- (i) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board/Committee(s) of the Board and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, applications to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, of the said Warrants, including making an offer to the proposed warrant allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

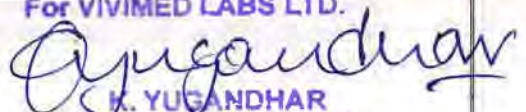
**ITEM NO.2: ISSUANCE OF 1,25,00,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTERS / PROMOTERS GROUP OF THE COMPANY:**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the "Act"), and the rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the "SEBI ICDR Regulations") or any other law for the time being in force, and the provisions contained in the Memorandum and Articles of the Association of the Company, and subject to the approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of Directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 1,25,00,000 (One Crore and Twenty five lakhs only) Fully Convertible Warrants ("Warrants") to be convertible at an option of Warrant holder in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs.2/- (Rupees Ten only) each for cash at an issue price of Rs.25/- per warrant (Rupees Twenty five only) or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be finalized by the Board of Directors, to the persons belonging to the Promoter category:

Sl. No.	Name of the Proposed Allottee	Number of Warrants
1	Tanmayi Varalwar	25,00,000
2	Sanketh Varalwar	50,00,000
3	Manas Varalwar	25,00,000
4	Madhavi Varalwar	25,00,000
	<b>Total</b>	<b>1,25,00,000</b>

For VIVIMED LABS LTD.



K. YUGANDHAR  
Company Secretary

ACS No. 19315



**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Warrants is Friday, September 17, 2021, which is 30 days prior to the last date for receipt of postal ballot i.e. October 17, 2021.

**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by the Proposed Warrant Allottee ("**Warrant Holder**") shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "**Warrant Exercise Period**").
- b) The Proposed Warrant Allottee shall, on or before the date of allotment of Warrants and after the shareholders' approval, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018. The balance 75% of the Issue Price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the date of allotment thereof.
- c) Warrants, being allotted to the persons belonging to Promoter Category and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottees.
- f) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- g) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
- h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Fully Paid up Equity Shares of face value of Rs.2/- each of the Company.
- (i) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board/Committee(s) of the Board and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, applications to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, of the said Warrants, including making an offer to the proposed warrant allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**ITEM NO.3: ISSUANCE OF SECURITIES THROUGH QIP/GDR/ADR/FCCB/ETC.,**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the "**Companies Act**"), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI LODR Regulations**"), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "**Stock Exchanges**"), the provisions of the Foreign Exchange Management Act, 1999, as amended (the "**FEMA**"), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, Issue of Foreign Currency Convertible Bonds and Ordinary



Shares (Through Depository Receipt Mechanism) Scheme, 1993 and amendments thereof ("FCCB Scheme"), the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the Reserve Bank of India (the "RBI") as updated from time to time, as applicable, the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (the "GoI") from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the GoI, the RBI, the Securities and Exchange Board of India (the "SEBI"), the Registrar of Companies, Bengaluru (the "RoC"), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry, the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent of the members be and is hereby accorded to create, issue, offer and allot in one or more tranches (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of Rs.2/- each (the "Equity Shares"), Equity Shares against which American Depository Receipts ("ADRs") and Global Depository Receipts ("GDRs") may be issued, foreign currency convertible bonds ("FCCBs") and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/or non-convertible debt instruments along with warrants, or any combination thereof, whether Rupee denominated or denominated in foreign currency (the Equity Shares and all such other securities are hereinafter collectively referred to as the "Securities"), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) ("QIBs"), eligible foreign/non-resident investors and/or any other category of investors whether or not such investors are members of the Company, as the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) may determine in accordance with applicable law, by way of a qualified institutions placement ("QIP") in accordance with Chapter VI of the SEBI ICDR Regulations or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, for an aggregate amount not exceeding Rs.250 crores (Rupees Two hundred fifty crores only), inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable law), as may be deemed appropriate by the Board in its absolute discretion, all subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and/underwriter(s) or other advisor(s) appointed for such issue.

**RESOLVED FURTHER THAT** in the event that the issue is by way of a QIP under the SEBI ICDR Regulations, the allotment of Securities or any combination thereof as may be decided by the Board, shall be completed within 365 days from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, provided that the Board may offer such discount as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, the Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment).

**RESOLVED FURTHER THAT** subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the proposed issue of Equity Shares, and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VI of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the issue of such convertible securities, subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time.

**RESOLVED FURTHER THAT** the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GoI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, pursuant to the provisions of the FCCB Scheme, the Depository Receipt Scheme, 2014, the SEBI Circular on



framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, as updated from time to time and applicable pricing provisions issued by the Ministry of Finance, as applicable, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue.

**RESOLVED FURTHER THAT** the in the event that Securities are proposed to be issued as part of an ADR/GDR issue, the foreign depository authorised by the Board may issue depository receipts representing the underlying permissible securities in such form and with such features and attributes as may be permitted under applicable law and required to provide for the tradability and free transferability thereof as per prevalent market practices and regulations (including listing on permissible overseas stock exchange(s)).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may at its sole and absolute discretion deem fit, including but not limited to the terms and conditions, relating to payment of dividend, premium on redemption at the option of the Company and/or holders of any Securities, or variation of the price or period of conversion of Securities into Equity Shares or issue of Equity Shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- b) Any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari-passu* with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari-passu* with the existing Equity Shares in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution described above the Board or a committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the private placement offer letter/ preliminary as well as final placement document(s)/ offering circulars / information memoranda / prospectuses /offer documents and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, the nature and number of Securities to be allotted, determination of QIBs/eligible foreign/non-resident investors and/or any other eligible categories of investors to whom the Securities will be offered and allotted in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter/ offering circulars / information memoranda / prospectuses /offer documents, and any addenda or corrigenda thereto, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) as may be necessary or required for the aforesaid purpose, and signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to engage/appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars,



stabilizing agents, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of the Securities on the Stock Exchanges.

**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors and Officer(s) of the Company to give effect to the aforesaid resolutions."

By Order of the Board of Directors  
For Vivimed Labs Limited

Place: Hyderabad  
Date: 06.09.2021

Sd/-  
Kopparthi Yugandhar  
Company Secretary

**Notes:**

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Business is annexed hereto.
3. The Board of Directors at their Meeting held on Monday, September 06, 2021, has appointed Mr.N.V.S.S.Rao, Practicing Company Secretary (Membership No:5868), as Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.
4. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Tuesday, September 14, 2021 and who have registered their email addresses with the Company and/or with the Depositories. It is however, clarified that all the persons who are members of the Company as on Tuesday, September 14, 2021 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories), shall be entitled to vote in relation to the resolutions specified in this Notice.
5. Members who have not registered their e-mail addresses with either the Company or the Depositories are requested to register the same with the Company or the Depositories in accordance with the process specified herein below at point no 11(b)
6. Voting rights will be reckoned on the paid-up value of equity shares registered in the names of the members on Tuesday, September 14, 2021. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on Tuesday, September 14, 2021, will be entitled to cast their votes by Postal Ballot (e-voting). A person who is not a member as on Tuesday, September 14, 2021, should treat this Notice for information purpose only.
7. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated.
8. Dispatch of the Notice shall be deemed to be completed on Friday, September 17, 2021, i.e., the day on which Aarthi Consultants Private Limited, Registrar and Share Transfer Agent, sends out the communication for the postal ballot process by e mail to the Members of the Company.
9. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolutions set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide the remote e-voting facility.
10. The Notice is being uploaded on the website of the Company i.e., at [www.vivimedlabs.com](http://www.vivimedlabs.com) and on the website of stock exchanges at BSE Limited & National Stock Exchange of India Limited and CDSL at [www.evotingindia.com](http://www.evotingindia.com)
11. Information and other instructions relating to remote e-voting are as under:

**(a) Voting through electronic mode/e-voting:**

- (i) The voting period begins on Saturday, September 18, 2021, (09:00 a.m.) and ends on Sunday, October 17, 2021,(05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 14, 2021, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44



of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1)Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2)After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3)If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4)Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1)If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(iv) Login method for e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [yugandhar.kopparhi@vivimedlabs.com](mailto:yugandhar.kopparhi@vivimedlabs.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (b) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this postal ballot notice:**
- (i) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Aarthi Consultants Pvt Ltd, and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com). The last date for registration of email ids is



Monday, October 11, 2021.

- (ii) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s.Aarthi Consultants Private Limited, having its office at 1-2-285, Domalaguda, Hyderabad - 500 029, India (Tel: 040-27638111; Fax: 040-27632184), by following the due procedure.
- (iii) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Aarthi Consultants India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- (iv) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (v) For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022- 23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

- 12 The Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before Tuesday, October 19, 2021, at the Corporate Office of the Company. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. [www.vivimedlabs.com](http://www.vivimedlabs.com) and CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
- 13 The Scrutinizer's decision on the validity of the Postal Ballot (e-voting) will be final and binding.
- 14 The Resolutions as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last day of e-voting i.e. Sunday, October 17, 2021.
- 15 All relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, are available for inspection by the Members at the Corporate Office of the Company i.e. "North End Complex, Road No.2, Banjara Hills, Hyderabad-500034, as well as its Registered Office i.e. PlotNo.78/A, Kolhar Industrial Area, Bidar - 585403, Karnataka during working hours on any working day up to the date of declaration of the result of Postal Ballot, in accordance with the provisions of Section 190 of the Companies Act, 2013. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at [yugandhar.kopparhi@vivimedlabs.com](mailto:yugandhar.kopparhi@vivimedlabs.com).

#### **Explanatory statement pursuant to the provisions of section 102 of the companies act, 2013**

**Item no.1:** The Special Resolution contained in the Postal Ballot Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot 3,00,00,000 Fully Convertible Warrants (FCWs) of Rs.2/- each to the persons belonging to Non- Promoter Category in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on September 06, 2021.

The Share Warrants issued pursuant to the above mentioned resolutions shall be subject to lock-in in accordance with Regulations 78 and 79 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, or Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable. However, subject to the aforesaid lock-in, the Equity Shares shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.

The disclosures prescribed under the Companies Act, 2013 and Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, or Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No.1 are as follows:



a. **The objects of the preferential issue:** The Company requires infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business, repayment of debt, working Capital requirements and for general corporate purposes, accordingly in order to finance the said fund requirement, the Company proposes to issue and allot FCWs on Preferential basis.

b. **Maximum number of specified securities to be issued:** 3,00,00,000 (Three crores) Convertible Warrants

c. **Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:** Below- mentioned persons belonging to Non-Promoter Category intend to subscribe the Fully Convertible Warrants:

Sl. No.	Name of the Proposed Allottees	Number of warrants to subscribe
1	Yuga Infratech Private Limited	1,00,00,000
2	Procon Power Tech Private Limited	1,00,00,000
3	Enviro Green Technologies (Proprietorship)	1,00,00,000
	<b>Total</b>	<b>3,00,00,000</b>

None of the promoters, directors or key management personnel has shown their intention to subscribe the proposed issue.

d. **The Shareholding Pattern of the issuer before and after the preferential issue:** The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre Issue Shareholding Structure		Post issue Shareholding Structure*	
	No. of Shares	% of Shares	No. of Shares	% of Shares
<b>Promoter and Promoter Group</b>				
(1) Indian	-	-	-	-
(a) Individuals/HUF	1,29,77,927	15.65	2,04,77,927	16.33
(b) Central Govt./State Govt.	-	-	-	-
(c) Bodies Corporate	1,07,12,000	12.92	1,07,12,000	8.54
(d) Financial Institutions/Banks	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>2,36,89,927</b>	<b>28.57</b>	<b>3,11,89,927</b>	<b>24.87</b>
(2) Foreign	-	-	-	-
Individuals (NRIs/ Foreign Individuals)	-	-	50,00,000	3.99
(b) Bodies Corporate	-	-	-	-
(c) Institutions	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>50,00,000</b>	<b>3.99</b>
<b>Total shareholding of Promoter &amp; Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>2,36,89,927</b>	<b>28.57</b>	<b>3,61,89,927</b>	<b>28.86</b>
<b>(B) Public</b>				
(1) Institutions	-	-	-	-
(a) Mutual Funds	-	-	-	-
(b) Venture Capital Funds	-	-	-	-
(c) Alternate Investment Funds	-	-	-	-
(d) Foreign Venture Capital Investors	22,05,565	2.66	22,05,565	1.76
(e) Foreign Portfolio Investors	-	-	-	-
(f) Financial Institution/Banks	-	-	-	-
(g) Insurance Companies	-	-	-	-
(h) Provident Fund/Pension Funds	-	-	-	-



<b>Sub Total (B)(1)</b>	<b>22,05,565</b>	<b>2.66</b>	<b>22,05,565</b>	<b>1.76</b>
(2) Central/State Government(s)	96,130	0.12	96,130	0.08
<b>Sub Total (B)(2)</b>	<b>96,130</b>	<b>0.12</b>	<b>96,130</b>	<b>0.08</b>
(3) Non-Institutions				
(a.1) Individuals-i. Individuals shareholders holding nominal share capital up to Rs. 2 lakhs	3,55,18,712	42.84	3,55,18,712	28.32
(a.2) Individuals-ii. Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	28,00,285	3.38	28,00,285	2.23
(b) NBFCs	-	-	-	-
(c) Employee Trusts	-	-	-	-
(d) Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
(e) Any Others	1,86,03,296	22.44	4,86,03,296	38.75
<b>Sub Total (B)(3)</b>	<b>5,69,22,293</b>	<b>68.65</b>	<b>8,69,22,293</b>	<b>69.31</b>
<b>Total Public Shareholding(B)</b>	<b>5,92,23,988</b>	<b>71.43</b>	<b>8,92,23,988</b>	<b>71.14</b>
<b>Total=A+B</b>	<b>8,29,13,915</b>	<b>100</b>	<b>12,54,13,915</b>	<b>100</b>

\*The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No.1&2 into equity shares

- e. **Proposed time limit within which the allotment shall be completed:** In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

- f. **The name of the proposed allottees of the issue and the percentage of post preferential issue capital that may be held by them:**

1. Names of the proposed Allottees and percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Category	Present Pre- issue Shareholding		Proposed No. of Warrants to be allotted	Post issue of Shareholding	
		No of Shares Held	% of Shares		No of Shares Held	% of Share
Yuga Infratech Private Limited	Non Promoter Group	-	-	1,00,00,000	1,00,00,000	7.974
Procon Power Tech Private Limited		-	-	1,00,00,000	1,00,00,000	7.974
Enviro Green Technologies		-	-	1,00,00,000	1,00,00,000	7.974

\*\*The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No.1&2 into equity shares.

2. The identity of Natural Persons who are the ultimate beneficial owners of the Fully Convertible Warrants proposed to be allotted and/ or who ultimately control the proposed allottees is as follows:

Name of the Proposed Allottee	Name of the ultimately Beneficial owners*	% of Post-Preferential Issue
Yuga Infratech Private Limited (Indian Private Limited Company)	1.Saibaba Darapareddy - 50% 2.Rajini Darapareddy - 50%	7.974
Procon Power Tech Private Limited (Indian Private Limited Company)	1. Prasanth Kumar Vaidya – 33% 2. Sanjay Kumar Vydy -25% 3. Anurag Bhosekar -25%	7.974



	4. Ravikiran -17%	
Enviro Green Technologies (Indian Proprietorship)	Vaidya Jayanth -100%	7.974

\* These are the ultimate controlling Authority

- g. Consequential Changes in the Voting Rights and Change in Management:** As a result of the proposed preferential issue of Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.
- h. Lock-in Period:** The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in in accordance with Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in as per requirement under Regulation 167 of the SEBI ICDR Regulations.
- i. Re-computation of Issue Price:** The Board of Directors of the Company undertake that: Since the Company's Equity Shares are listed and traded for a period more than twenty six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, If the Company is required to re-compute the price of the specified securities, in terms of the applicable SEBI ICDR Regulations, the Company undertakes to comply with the same
- j. Issue price and relevant date:** In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Friday, September 17, 2021, i.e., 30 days prior to the Last date of Postal Ballot October 17, 2021. Since, the Equity Shares of the Company are listed on BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) and are frequently traded and accordingly, the minimum issue price has been calculated on the basis of trading at NSE. Therefore, in terms of Regulation 164 of the SEBI ICDR Regulations, the Issue Price has been computed as Rs.25/- per Warrant.
- k. Basis or Justification of Price:** The issue price will be determined in accordance with Regulation 164 of the SEBI ICDR Regulations. Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Securities of the Company on both the Stock Exchanges will be considered to determine the higher trading volume for computation of issue price. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:
- the average of the weekly high and low of the volume weighted average prices of the equity shares quoted on a recognized Stock Exchange during the 26 weeks preceding the Relevant Date; or
  - the average of the weekly high and low of the volume weighted average prices of the equity shares quoted on a recognized Stock Exchange during the 2 weeks preceding the Relevant Date.
- The 'Recognized Stock Exchange' referred to above means any of the recognized Stock Exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.
- l. Auditor's Certificate:** A copy of the certificate from M/s.PCN & Associates, the Statutory Auditors of the Company, certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available at the website of the Company viz. [www.vivimedlabs.com](http://www.vivimedlabs.com) till the date of declaration of Postal Ballot results.
- m. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as Issued by RBI:** The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.
- n. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:** None of the Directors or key managerial personnel or their relatives is in any way concerned or interested in the above referred resolutions except to the extent of their shareholding.
- o. Other Disclosures:**
- All the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only.
  - The proposed allottees have not sold Equity Shares of the Company in the 6 months preceding the Relevant Date.

The Board recommends the Special Resolution set out at Item No.1 of the Notice for the approval of the Members of the Company.



**Item No. 2:** The Special Resolution contained in the Postal Ballot Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot 1,25,00,000 Fully Convertible Warrants (FCWs) of Rs.2/- each to the persons belonging to Promoters/ Promoter Group Category in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on September 06, 2021.

Pursuant to the provisions of Sections 62(1)(c) and 42 of Companies Act, 2013 ("the Act") the preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution. Further, in terms of Regulation 163 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement. Details of the Issue are as under:

1. The allotment of the Warrants is subject to the Proposed Allottees not having sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date. The Proposed Allottees have affirmed that they have not sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date.
2. The relevant disclosures as required under Chapter V of the SEBI ICDR Regulations are set out below:
  - a) **Objects of the Preferential Issue:** The proceeds of the preferential issue shall be utilized to meet the funding requirements for the growth in the business of the Company, repayment of debt, general corporate purposes and the working capital requirements.
  - b) **Maximum number of specified securities to be issued:** 1,25,00,000 (One crore Twenty five Lakhs) Convertible Warrants
  - c) **Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:** The preferential issue is being made to the Promoter and Promoter Group of the Company and they have indicated their intention to subscribe for the same.
  - d) **The Shareholding Pattern of the issuer before and after the preferential issue:** The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre Issue Shareholding Structure		Post issue Shareholding Structure*	
	No. of Shares	% of Shares	No. of Shares	% of Shares
<b>Promoter and Promoter Group</b>				
(1) Indian				
(a) Individuals/HUF	1,29,77,927	15.65	2,04,77,927	16.33
(b) Central Govt./State Govt.	-	-	-	-
(c) Bodies Corporate	1,07,12,000	12.92	1,07,12,000	8.54
(d) Financial Institutions/Banks	-	-	-	-
Sub Total (A)(1)	2,36,89,927	28.57	3,11,89,927	24.87
(2) Foreign				
Individuals (NRIs/ Foreign Individuals)	-	-	50,00,000	3.99
(b) Bodies Corporate	-	-	-	-
(c) Institutions	-	-	-	-
Sub Total (A)(2)	-	-	50,00,000	3.99
<b>Total shareholding of Promoter &amp; Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>2,36,89,927</b>	<b>28.57</b>	<b>3,61,89,927</b>	<b>28.86</b>
<b>(B) Public</b>				
(1) Institutions				
(a) Mutual Funds	-	-	-	-
(b) Venture Capital Funds	-	-	-	-
(c) Alternate Investment Funds	-	-	-	-



(d) Foreign Venture Capital Investors	22,05,565	2.66	22,05,565	1.76
(e) Foreign Portfolio Investors	-	-	-	-
(f) Financial Institution/Banks	-	-	-	-
(g) Insurance Companies	-	-	-	-
(h) Provident Fund/Pension Funds	-	-	-	-
<b>Sub Total (B)(1)</b>	<b>22,05,565</b>	<b>2.66</b>	<b>22,05,565</b>	<b>1.76</b>
(2) Central/State Government(s)	96,130	0.12	96,130	0.08
<b>Sub Total (B)(2)</b>	<b>96,130</b>	<b>0.12</b>	<b>96,130</b>	<b>0.08</b>
(3) Non-Institutions				
(a.1) Individuals-i. Individuals shareholders holding nominal share capital up to Rs. 2 lakhs	3,55,18,712	42.84	3,55,18,712	28.32
(a.2) Individuals-ii. Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	28,00,285	3.38	28,00,285	2.23
(b) NBFCs	-	-	-	-
(c) Employee Trusts	-	-	-	-
(d) Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
(e) Any Others	1,86,03,296	22.44	4,86,03,296	38.75
<b>Sub Total (B)(3)</b>	<b>5,69,22,293</b>	<b>68.65</b>	<b>8,69,22,293</b>	<b>69.31</b>
<b>Total Public Shareholding(B)</b>	<b>5,92,23,988</b>	<b>71.43</b>	<b>8,92,23,988</b>	<b>71.14</b>
<b>Total=A+B</b>	<b>8,29,13,915</b>	<b>100</b>	<b>12,54,13,915</b>	<b>100</b>

\*The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No.1&2 into equity shares

e) **Time frame within which the preferential issue shall be completed:** As required under the SEBI ICDR Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

f) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:** The warrants are proposed to be allotted to persons belonging to the Promoters / Promoter Group of the Company as indicated in the below detailed Table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sl. No.	Name of the Proposed Allottee	Pre-Issue Shareholding*		No. of warrants to be Issued/ allotted	Post-Issue Shareholding #		Ultimate Beneficial Owners of the Proposed Allottees
		No. of Equity Shares	% of shareholding		No. of Equity Shares	% of shareholding	
1	Tanmayi Varalwar (Indian Resident)	-	-	25,00,000	25,00,000	1.993	Not applicable as the Proposed Allottees are Natural Persons and also the
2	Sanketh Varalwar (Non Resident Indian)	-	-	50,00,000	50,00,000	3.987	
3	Manas Varalwar (Indian Resident)	-	-	25,00,000	25,00,000	1.993	
4	Madhavi Varalwar (Indian Resident)	2,00,000	0.24	25,00,000	27,00,000	2.153	
	<b>Total</b>	<b>2,00,000</b>	<b>0.24</b>	<b>1,25,00,000</b>	<b>1,27,00,000</b>	<b>10.126</b>	



							Beneficial Owners.
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\*The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No.1&2 into equity shares

- g) Relevant Date:** The Relevant date for the purpose of this issue shall be Friday, September 17, 2021, being the date 30 days prior to the date of passing of Special Resolution by the Members of the Company viz., through Postal Ballot to approve the proposed preferential issue, in accordance with the SEBI ICDR Regulations.
- h) Re-computation of Issue Price:** The Board of Directors of the Company undertake that: Since the Company's Equity Shares are listed and traded for a period more than twenty six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations. If the Company is required to re-compute the price of the specified securities, in terms of the applicable SEBI ICDR Regulations, the Company undertakes to comply with the same
- i) Issue price and relevant date:** In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Friday, September 17, 2021, i.e., 30 days prior to the Last date of Postal Ballot October 17, 2021. Since, the Equity Shares of the Company are listed on BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) and are frequently traded and accordingly, the minimum issue price has been calculated on the basis of trading at NSE. Therefore, in terms of Regulation 164 of the SEBI ICDR Regulations, the Issue Price has been computed as Rs.25/- per Warrant.
- j) Basis or Justification of Price:** The issue price will be determined in accordance with Regulation 164 of the SEBI ICDR Regulations. Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Securities of the Company on both the Stock Exchanges will be considered to determine the higher trading volume for computation of issue price. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:
- the average of the weekly high and low of the volume weighted average prices of the equity shares quoted on a recognized Stock Exchange during the 26 weeks preceding the Relevant Date; or
  - the average of the weekly high and low of the volume weighted average prices of the equity shares quoted on a recognized Stock Exchange during the 2 weeks preceding the Relevant Date.
- The 'Recognized Stock Exchange' referred to above means any of the recognized Stock Exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.
- k) Auditor's Certificate:** A copy of the certificate from M/s.PCN & Associates, the Statutory Auditors of the Company, certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available at the website of the Company viz. [www.vivimedlabs.com](http://www.vivimedlabs.com) till the date of declaration of Postal Ballot results.
- l) Lock-in Period:** The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in in accordance with Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in as per requirement under Regulation 167 of the SEBI ICDR Regulations.
- m) Undertakings:** In terms of the ICDR Regulations, the Company hereby undertakes that the Company is listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations.

If the Company is required to re-compute the price of the specified securities, in terms of the applicable SEBI ICDR Regulations, the Company undertakes to comply with the same.

**n) Other Disclosures:**

- All the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only.
- None of the Company, the Promoter or the Directors has been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- The Promoter/ proposed allottees and members of the Promoter Group have not sold Equity Shares of the Company in the 6 months preceding the Relevant Date.

Except Mr.Santosh Varalwar, Dr.Manohar Rao Varalwar, Mr.Subhash Varalwar, Mr.Sandeep Varalwar, Directors and their respective relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out to this notice.



The Board recommends the Special Resolution set out at Item No.2 of the Notice for the approval of the Members of the Company.

**ITEM NO.3:** Pursuant to the relevant Sections of the Companies Act, including, without limitation, Sections 23, 41, 42 and 62(1)(c) of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of special resolution.

The board was requested to consider and approve an equity fund raising plan for an amount not exceeding Rs.250 crores (Rupees Two hundred and Fifty Crores only) through issue of securities by way of a private placement, including a QIP (as defined hereunder) or by way of preferential allotment or issuance of American Depository Receipts ("ADRs")/ Global Depository Receipts ("GDRs")/ foreign currency convertible bonds ("FCCBs") issuances or through any other permissible mode or any combination thereof. Accordingly, the Board has, subject to approval of the shareholders, approved by its resolution dated September 06, 2021 that the Company will in one or more tranches, issue equity shares of the Company with a face value of Rs.2/- each (the "Equity Shares"), Equity Shares against which ADRs and GDRs, FCCBs and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/or non-convertible debt instruments along with warrants, or any combination thereof, whether Rupee denominated or denominated in foreign currency ("Securities"), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) ("QIBs"), eligible foreign/non-resident investors and/or any other category of investors whether or not such investors are members of the Company, as the Board may determine in accordance with applicable law, by way of a qualified institutions placement in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") (such issue, a "QIP"), or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, by the issue of a placement document/ offering circulars / information memoranda / prospectuses / offer documents, and any addenda or corrigenda thereto, as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors, all in accordance with applicable laws. The Company intends to issue Securities for an aggregate amount not exceeding Rs.250 crores (Rupees Two hundred and Fifty Crores only).

This special resolution seeks to enable the Board (including any duly authorized committee thereof) to indicate a QIP/ preferential allotment/ issue of depository receipts or issue of foreign currency convertible bonds or such other permissible mode or combinations thereof in accordance with the applicable laws for the purposes mentioned above, without the need for fresh approval from the members.

**Purpose/ objects of the fund raise:** Our Company proposes to utilize the funds raised through the proposed issuance for reducing the debt on the balance sheet as well as for other general corporate purposes, including without limitation, funding any acquisition(s), funding long and short term working capital requirements, reduction of debt, capital expenditure and any other corporate exigencies.

**Basis or Justification of Price:** In the case of QIP, the pricing of the Securities shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the SEBI ICDR Regulations. The "Relevant Date" for this purpose, will be the date when the Board or a duly authorized Committee thereof decides to open the issue, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of such convertible securities subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

In the case of issuance of FCCBs or ADRs/GDRs, the pricing shall be determined in accordance with the relevant provisions of applicable laws. The Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue. As the Issue may result in the issue of Securities of the Company to Investors who may or may not be members of the Company, consent of the members is being sought by way of a special resolution, pursuant to Sections 42 and 62 and other applicable provisions, if any, of the Companies Act and any other law for the time being in force and as may be applicable.

The special resolution also enable the Board to issue Securities in tranches, at such times, at such prices and to such person(s) as the Board deems fit, in accordance with applicable law.

The detailed terms and conditions for the offer will be determined by the Board or by a committee thereof in consultation with the book running lead manager(s) and other advisors appointed in relation to the proposed QIP, and such other authorities as may be required, taking into consideration market conditions and in accordance



with applicable law. The Equity Shares allotted will be listed and traded on Stock Exchanges where Equity Shares of the Company are currently listed, i.e. the National Stock Exchange of India Limited and BSE Limited subject to obtaining necessary approvals. The offer, issue, allotment of the Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has not allotted any securities on a preferential basis in the current year.

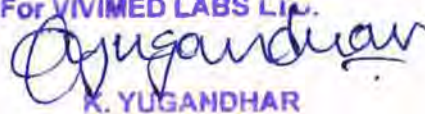
The Promoters, Directors or key management persons of the Company or their relatives may be deemed to be concerned or interested in the resolution to the extent of shares held by them in the Company.

The Board recommends the Resolution as set out above Item No.3 for your consideration and approval by way of a special resolution.

By Order of the Board of Directors  
For Vivimed Labs Limited

Place: Hyderabad  
Date: 06.09.2021

Sd/-  
Kopparthi Yugandhar  
Company Secretary

For VIVIMED LABS LTD.  
  
K. YUGANDHAR  
Company Secretary  
ACS No. 19315