



Vivimed

VIVIMED LABS LIMITED

[CIN: L02411KA1988PLC009465]

Registered Office : Plot No. 78-A, Kolhar Industrial Area, Bidar, Karnataka – 585403, India

Corporate Office : North End, Road No. 2, Banjara Hills, Hyderabad, Telangana – 500034, India

Tel: +91 40 6608 6608 Fax: +91 40 6608 6699

E-mail : yugandhar.kopparthi@vivimedlabs.com; Website: www.vivimedlabs.com;

Postal Ballot Notice

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (the 'Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014, (the 'Rules') and Secretarial Standard-2 issued by the Institute of Company Secretaries of India including any statutory modification and re-enactment thereof, and other applicable laws and regulations for the time being in force for transacting the Special Business by the members of Vivimed Labs Limited (the 'Company') by passing the Resolution appended below for approval by way of Postal Ballot / Electronic Voting (e-voting).

The Board of Directors at its meeting held on 14th day of February, 2020, has appointed Mr. N.V.S.S.Rao, Practicing Company Secretary (Membership No:5868), as scrutinizer for conducting the postal ballot (physical and e-voting process) in a fair and transparent manner.

This notice is being sent to all members/beneficiaries whose names appear on the Register of Members/ Record of Depositories as on Cut-of-date i.e. Friday, 21st day of February, 2020.

The proposed resolution and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members along with the postal ballot form (the 'Form' or the 'Postal Ballot Form'). The members are requested to peruse the proposed resolutions along with the explanatory statement and carefully read the instructions printed in the Postal Ballot Form and return the duly completed form in all respects in the attached self-addressed business reply envelope so as to reach the Scrutinizer not later than on Saturday, 28th day of March, 2020 at 5:00 P.M. (IST). The Company is also providing e-voting facility for voting on the resolutions. Members desiring to opt for e-voting facility are requested to read the notes to the Notice of Postal Ballot and instructions given there under for e-voting purpose.

SPECIAL BUSINESS

1. Appointment of Dr.Jamalapuram Harigopal as a Director and also an Independent Director of the Company for a period of five years

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:-

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Jamalapuram Harigopal (DIN: 08687353) be and is hereby appointed a Director and also an Independent Director of the Company for a period of five years with effect from 14th day of February, 2020, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

By Order of the Board of Directors
For Vivimed Labs Limited

Sd/-

K.Yugandhar
Company Secretary

Place: Hyderabad

Date: 14.02.2020

NOTES:

1. The following is annexed with this Notice:
 - (a) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of the special business.
 - (b) Instructions for e-voting.
2. Documents referred to in the accompanying notice and explanatory statement thereto, will be open for inspection by members at the Registered Office of the Company during office hours between 11:00 am to 1:00 pm, on all working days except Saturday, Sunday and National Holiday until the last date for receipt of votes by Postal Ballot/e-voting i.e Saturday, 28th day of March, 2020 at 5:00 P.M.
3. Pursuant to Sections 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility to the members to exercise their right to vote using an electronic voting system in respect of all resolutions proposed to be considered through this Notice of Postal Ballot. The company has engaged services of Central Depository Services (India) Limited (CDSL) to provide remote e-Voting facility of casting the votes by the members.

4. The members may cast their votes using an electronic voting system (“e-voting”). Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to yugandhar.kopparthi@vivimedlabs.com or info@aarthicconsultants.com by mentioning their Folio/DPID and Client IDNo or download from Company’s website www.vivimedlabs.com. However, the duly completed Ballot Form should reach the corporate office of the Company (North End, Road No. 2, Banjara Hills, Hyderabad, Telangana – 500034, India) no later than **Saturday, 28th day of March, 2020 at 5:00 pm (IST)**. A Member can opt for only one mode of voting i.e. either through e-voting or by postal ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the postal ballot shall be treated as invalid.
5. Notice is being sent to all Members/beneficiaries, whose names appear on the Register of Members/Record of Depositories as on **Cut off Date i.e. Friday, 21st day of February, 2020** and a person whose name is not appearing on the Register of Members/Record of Depositories as on Cut-off Date should treat this Notice for information purposes only. Voting rights shall be reckoned on the shares registered in the name of members as on that date. The Postal Ballot Notice is being sent by e-mail to the members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding)/ the Company’s Registrar and Transfer Agent (in case of physical shareholding). For members of the Company whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Postal Ballot Form are being sent by permitted mode along with self-addressed business reply envelope. The Postal Ballot Notice may also be accessed on Company’s website i.e. www.vivimedlabs.com.
6. Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
7. Based on the consent received from Mr. N.V.S.S.Rao, Practicing Company Secretary (Membership No: 5868) Practicing Company Secretaries, the Board has appointed him as the Scrutinizer to scrutinize the e-voting and postal ballot process in a fair and transparent manner.
8. The voting shall be reckoned in proportion to the member’s share of the paid-up equity share capital of the Company as on the date reckoned in Note 5 above.
9. Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.
10. The Scrutinizer shall prepare a consolidated Scrutinizer’s Report on the total votes cast in favour or against, if any. The said report will be counter signed by the Chairman or a person authorized by him in writing and the results of the voting shall be declared on **Saturday, 28th day of March, 2020 at 5:00 P.M. (IST)**, and will be displayed at the Corporate Office of the Company. The result shall also be communicated to Stock Exchanges and the same along with Scrutinizer’s Report will be displayed on the website of the Company www.vivimedlabs.com as well as on the website of www.evotingindia.com. **The Scrutinizer’s decision on the validity of the Postal Ballot will be final and binding.**
11. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. **Saturday, 28th day of March, 2020**

at 5:00 P.M. Further, resolutions passed by the members through postal ballot and remote e-voting are deemed to have been passed effectively at a general meeting.

12. Members who opt to vote by postal ballot shall ensure that they carefully read the instructions printed on the Postal Ballot Notice/Postal Ballot Form and return the duly completed and signed Ballot Forms in the enclosed self-addressed business reply envelope (postage where of shall be borne and paid by the Company) so as to reach the Scrutinizer on or before **5:00 pm on Saturday, 28th day of March, 2020**. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the address given on the self-addressed business reply envelope (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the aforementioned date shall be treated as if reply from the Members have not been received. Unsigned/blank/incomplete/defaced/mutilated/incorrectly ticked Ballot Forms will be rejected. Members cannot exercise their vote by proxy on Postal Ballot. Members desiring to exercise their vote through e-voting are requested to read the information and other instructions relating to e-voting as mentioned below.

INSTRUCTIONS FOR VOTING:

I. VOTING IN PHYSICAL FORM:

For voting by Postal Ballot, Members are requested to carefully read the instructions printed along with the Postal Ballot form before exercising their vote.

II. VOTING THROUGH ELECTRONIC MODE:

A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Registrars):

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Friday, 28th day of February, 2020 at 9.00 A.M and ends on Saturday, 28th day of March, 2020 at 5:00 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 i.e., Friday, 21st day of February, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter, RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> ● 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company name <VIVIMED LABS LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Contact details for queries relating to e-voting:

Name: Mr. Rakesh Dalvi

Designation : Manager

Address: A Wing, 25thFloor, Marathon Futurex,
Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E),
Mumbai – 400013.

Email id: helpdesk.evoting@cdslindia.com

Phone number: 1800225533

B. In case of members receiving the physical copy of the Postal Ballot Notice by courier (for members whose e-mail ids are not registered with the Company/Depositories):

- a. Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company (‘the Board’) at the meeting held on 14.02.2020, on the recommendation of the Nomination & Compensation Committee (‘the Committee’), approved the appointment of Dr. Jamalapuram Harigopal as Additional Director and, subject to the approval of the Members, also as Independent Director of the Company for a period of five years with effect from 14.02.2020, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 (‘the Act’) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (‘Listing Regulations 2015’).

Dr. Jamalapuram Harigopal is a Retired General Medical Practitioner, having experience of more than 26 years. He retired on 31.6.2006 as the Retired General Medical Practitioner of the National Health Service UK at 1026 Alcester Road Kings Heath Birmingham B14 5NG. U K.

Additional information in respect of Dr. Jamalapuram Harigopal, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings is provided under:

ADDITIONAL INFORMATION IN RESPECT OF DR.JAMALAPURAM HARIGOPAL

Particulars	Dr Jamalapuram Harigopal		
Age	72 years (He may attain 75 years during this 5 years appointment period)		
Qualification	MBBS		
Experience	26 Years		
Shareholding in the Company (singly / jointly) (No. of Ordinary Shares of Rs.2/- each) 3	NIL		
Ordinary Shares of the Company held on a beneficial basis for any other person	NIL		
Relationship with other Directors and Key Managerial Personnel of the Company	No Relationship with other Directors and Key Managerial Personnel of the Company		
Number of Board Meeting(s) attended during FY 2019-20 (one Meeting has been held after appointment)	NIL		
Directorship(s) in other companies	Name of the company	Position	
	NIL	NIL	
	Name of the company	Committee	Position
Membership(s) / Chairmanship(s) of Board Committees of other companies	NIL	NIL	NIL

The Committee and the Board are of the view that the association of Dr. Jamalapuram Harigopal and the rich experience he bring would benefit the Company; he also possess appropriate skills, expertise and competencies in the context of the Company's businesses. Declarations have been received from Dr. Jamalapuram Harigopal that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Dr. Jamalapuram Harigopal fulfil the conditions specified in the Act the Rules there under and the Listing Regulations 2015 for appointment as Independent Director and he is independent of the management of the Company.

Requisite Notices under Section 160 of the Act proposing the appointment of Dr.Jamalapuram Harigopal have been received by the Company, and consent has been filed by Dr. Jamalapuram Harigopal pursuant to Section 152 of the Act.

Dr. Jamalapuram Harigopal, and their relatives, are interested in the Resolution relating to his appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends this Special Resolution for your approval.

By Order of the Board of Directors
For Vivimed Labs Limited

Place: Hyderabad
Date: 14.02.2020

Sd/-
K. Yugandhar
Company Secretary



Vivimed

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POSTAL BALLOT FORM

Serial No. :

Name(s) of Member(s) :
(including joint holders,
if any)

Registered address of the :
sole/first named Member

Registered Folio No./ :
DP ID & Client ID*
(*Applicable to Members
holding equity shares in
dematerialized form)

No. of equity shares held :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through postal ballot for the businesses stated in the postal ballot notice of the Company dated February 14, 2020 (“Notice”), by conveying my/our assent or dissent to the said resolution(s) by placing tick (✓) mark at the appropriate boxes below :

Sr. No.	Brief description of the resolution(s)	Type of resolution	No. of equity shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Appointment of Dr.Jamalapuram Harigopal as a Director and also an Independent Director of the Company for a period of five years	Special			

Place :

Date :

E-mail address : _____

Contact No. : _____

(Signature of the Member/Authorized Representative)

Last date for receipt of Postal Ballot Form by the Scrutinizer: Saturday, 28th day of March, 2020 by 5:00 p.m. (IST)

ELECTRONIC VOTING PARTICULARS

The remote e-voting ("E-voting") facility is available at the link: <https://www.evotingindia.com>.

The E-voting particulars are as set out below:

EVSN (Electronic Voting Sequence Number)	User ID	Password

The E-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
Friday, 28 th day of February, 2020 at 9.00 A.M. (IST)	Saturday, 28 th day of March, 2020 at 5:00 P.M. (IST)

Notes: 1. Please read the instructions printed below carefully before exercising the vote through this form.

2. For E-voting facility, please refer "Procedure for voting through electronic means" in the Notice attached.

3. E-voting shall be disabled at 5:00 p.m. (IST) on Saturday, 28th day of March, 2020 at 5:00 P.M..

INSTRUCTIONS

1. This ballot form ("Postal Ballot Form") is provided for the benefit of Members who do not have access to E-voting facility, to enable them to send their assent or dissent by post for the resolution(s) included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant).

In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member.

6. The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
 - a) the Postal Ballot Form other than the one issued by the Company is used;
 - b) the Postal Ballot Form has not been signed by or on behalf of the Member;
 - c) the signature of the Member / authorized representative does not tally with the records of the Company / Registrar & Share Transfer Agents / Depository Participant;
 - d) the Member has put a tick mark (") in both the columns, that is, for "Assent" and also for "Dissent" in respect of the resolution(s) in such a manner that the aggregate number of shares voted for "Assent" and "Dissent" exceed the total number of shares held;
 - e) the Postal Ballot Form is unsigned, incomplete or incorrectly filled or not submitted within the prescribed date and time;
 - f) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified true copy of the document granting authority signed by specific authority;
 - g) the Member has made any amendment to the resolution(s) or imposed any condition while exercising the vote;
 - h) the Postal Ballot Form is received torn or defaced or mutilated;
 - i) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
7. Postal Ballot Forms received after 5:00 p.m. (IST) on Saturday, 28th day of March, 2020 will be strictly treated as invalid / as if the reply from the Member has not been received.
8. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (") in the appropriate column.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories, as on Friday, 21st day of February, 2020.
10. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder. If the same is/are already registered with the Company/Registrar and Share Transfer Agent/Depository Participant, please quote the registration no. beneath the signature. Where the Postal Ballot Form has been signed by a representative of

the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.

11. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. For obtaining a duplicate form, an eligible Member may write to the Company at its Corporate office / Registrar and Transfer Agents of the Company at M/s Aarthi Consultant Pvt Ltd, Unit: Vivimed Labs Ltd 1-2-285, Domalguda, Hyderabad – 500029, or send an e-mail at info@arthiconsultants.com or yugandhar.kopparthi@vivimedlabs.com . However, the duly filled in duplicate form should reach within the date and time specified above.
13. The Scrutinizer's decision on the validity of postal ballot will be final.