



Vivimed

# VIVIMED LABS LIMITED

(CIN: L02411KA1988PLC009465)

**Registered Office:** Plot No. 78-A, Kolhar Industrial Area, Bidar, Karnataka 585 403

Website : [vivimedlabs.com](http://vivimedlabs.com)

Tel : 040-27176005/6, Fax: 040-27150599

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**Notice of Extra-ordinary General Meeting to be held  
on Thursday 4<sup>th</sup> Day of September 2014 at BIDAR**

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## NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of Vivimed Labs Limited will be held on Thursday, 4<sup>th</sup> Day of September , 2014, at 11:30 A.M at : Plot No. 78-A, Kolhar Industrial Area, Bidar, Karnataka 585403 to transact the following special businesses:

### **1. Allotment of Warrants with an option to apply for and be allotted equivalent number of equity shares on preferential basis to promoters:**

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 provision of Section 42 and, Section 62 of the Companies Act, 2013 (the Act) and applicable rules framed under the said Act, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Companies Act 1956 (to the extent applicable), the provisions of the Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with Stock Exchange(s) where the shares of the Company are listed, and in accordance with the applicable guidelines issued by Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Government of India (“GOI”) and any other authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company and/ or duly authorised Committee of the Board of Directors of the Company (hereinafter referred to as the “Board”), the consent of the Company be and is hereby accorded to create, offer, issue and allot up to 15,00,000 (Fifteen Lakhs Only) Warrants, having option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10/- each of an aggregate nominal amount of up to Rs.1,50,00,000/- (Rupees One Crore fifty Lakhs Only) in one or more tranches to (i) Mr. Santosh Varalwar – 6,25,000 warrants (ii) Mr. Sandeep Varalwar – 3,00,000 warrants (iii) Mrs. Sujatha Varalwar – 2,00,000 warrants (iv) Mrs. Madhavi Varalwar – 100,000 warrants (v) Mr. Subhash Varalwar – 100,000 warrants, (vi) Mr. Satish Gooty Agraharam – 100,000 warrants (vii) Butterfly Agri Products Private Limited - 50,000 warrants (viii) Mr. S. Raghunandan – 25,000 warrants (all being promoters of the Company) ( here in after referred to as “Promoter Allottees”) on preferential basis, at an issue price of Rs.315/- (Rupees Three Hundred and Fifteen Only)(face value of Rs.10/- each and premium of Rs.305/-) being a price higher than the price determined in accordance with Regulation 76 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) and on such terms and conditions as the Board may deem fit.

Resolved further that the “Relevant Date” for calculating the minimum issue price of the Warrants (including resultant equity shares arising out of exercise of the option attached to the Warrants), in terms of Regulation 71 of SEBI ICDR Regulations shall be August 5, 2014 , which is 30 days prior to the date of the Extra-Ordinary General Meeting , which is September 4, 2014.

Resolved further that the terms and conditions of the Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be as follows:

- a) Amount equivalent to at least twenty five per cent (25%) of the consideration determined in terms of Regulation 76 of SEBI ICDR Regulations or such other higher amount as the Board may deem fit shall be paid against each Warrant on the date of allotment of Warrants and the balance consideration shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant.
- b) The consideration for allotment of Warrants and/or equity shares arising out of exercise of option attached to Warrants shall be paid to the Company from the bank account of the Promoter Allottees.
- c) Pursuant to Regulation 74(4) of SEBI ICDR Regulations, the allotment shall only be made in dematerialised form.
- d) The tenure of the Warrants allotted to the Promoter Allottees shall not be in excess of 18 months from the date of allotment. In case any Promoter Allottee does not exercise the option, within such 18-month period, to subscribe to equity shares against any Warrants held by him, the consideration paid by him at the time of allotment of such Warrant shall be forfeited by the Company.

- e) The equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis to promoters shall be locked-in for a period of three years from the date of trading approval granted by the Stock Exchange for equity shares allotted pursuant to exercise of the option attached to Warrants in accordance with Regulation 78 of SEBI ICDR Regulations; provided that not more than twenty per cent of the total capital of the Company shall be locked-in for three years from the date of trading approval, and provided further that equity shares allotted in excess of such twenty per cent shall be locked-in for one year from the date of trading approval pursuant to exercise of options or otherwise, as the case may be.
- f) The entire pre-preferential allotment shareholding of the Promoter Allottees if any shall be locked-in from the Relevant Date upto a period of six months from the date of trading approval granted by the Stock Exchange.
- g) The Warrants will neither give any voting rights nor will entitle its holders any dividend until option attached to Warrants are exercised and underlying equity shares are allotted.

Resolved further that the Board be and is hereby authorized to apply for and get the equity shares arising out of exercise of the Warrants issued to the Promoter Allottees listed on the Stock Exchange(s) where the equity shares of the Company are listed and the equity shares so allotted on exercise of option attached to Warrants shall rank pari-passu in all respect with the existing equity shares of the Company.

Resolved further that for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and utilisation of the proceeds and to finalise and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the shareholders of the Company to the intent that the shareholders shall be deemed to have given their approval thereto by the authority of this resolution.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

**2. Allotment of Warrants with an option to apply for and be allotted equivalent number of equity shares on preferential basis to non-promoters:**

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 provision of Section 42 and, Section 62 of the Companies Act, 2013 (the Act) and applicable rules framed under the said Act, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Companies Act, 1956 (to the extent applicable), the provisions of the Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with Stock Exchange(s) where the shares of the Company are listed, and in accordance with the applicable guidelines issued by Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Government of India (“GOI”), Foreign Investment Promotion Board (“FIPB”) and any other authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company and/ or duly authorised Committee of the Board of Directors of the Company (hereinafter referred to as the “Board”), the consent of the Company be and is hereby accorded to create, offer, issue and allot up to 5,00,000 (Five Lakhs Only) Warrants, having option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10/- each of an aggregate nominal amount of up to Rs.50,00,000/- (Rupees Fifty Lakhs Only) in one or more tranches to KITARA PIIN 1102 (foreign company, and a non-promoter shareholder) ( herein after referred to as “Non-Promoter Allottee”) on preferential basis; at an issue price of Rs.315/- (Rupees Three Hundred and Fifteen Only)(Face value of Rs.10/- each and Premium of Rs.305/-) being a price higher than the price determined in accordance with Regulation 76 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) and on such terms and conditions as the Board may deem fit.

Resolved further that the “**Relevant Date**” for calculating the minimum issue price of the Warrants (including resultant equity shares arising out of exercise of the option attached to the Warrants), in terms of Regulation 71 of SEBI ICDR Regulations shall be August 5, 2014, which is 30 days prior to the date of the Extra-Ordinary General Meeting, which is September 4, 2014.

Resolved further that the terms and conditions of the Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be as follows:

- a) Amount equivalent to at least twenty five per cent (25%) of the consideration determined in terms of Regulation 76 of SEBI ICDR Regulations or such other higher amount as the Board may deem fit shall be paid against each Warrant on the date of allotment of Warrants and the balance consideration shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant.
- b) The consideration for allotment of Warrants and/or equity shares arising out of exercise of option attached to Warrants shall be paid to the Company from the bank account of the Non-Promoter Allottee.
- c) Pursuant to Regulation 74(4) of SEBI ICDR Regulations, the allotment shall only be made in dematerialised form.
- d) The tenure of the Warrants allotted to the Non-Promoter Allottee shall not be in excess of 18 months from the date of allotment. In case the Non-Promoter Allottee does not exercise the option, within such 18-month period, to subscribe to equity shares against any Warrants held by it, the consideration paid by it at the time of allotment of such Warrant shall be forfeited by the Company.
- e) The equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis to non-promoters shall be locked-in for a period of 1 year from the date of trading approval granted by the Stock Exchange for equity shares allotted pursuant to exercise of the option attached to Warrants in accordance with Regulation 78 of SEBI ICDR Regulations.
- f) The entire pre-preferential allotment shareholding of the Non-Promoter Allottee shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange.
- g) The Warrants will neither give any voting rights nor will entitle its holders any dividend until option attached to Warrants are exercised and underlying equity shares are allotted.

Resolved further that the Board be and is hereby authorized to apply for and get the equity shares arising out of exercise of the Warrants issued to the Non-Promoter Allottees listed on the Stock Exchange(s) where the equity shares of the Company are listed and the equity shares so allotted on exercise of option attached to Warrants shall rank pari-passu in all respect with the existing equity shares of the Company.

Resolved further that for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and utilisation of the proceeds and to finalise and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the shareholders of the Company to the intent that the shareholders shall be deemed to have given their approval thereto by the authority of this resolution.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

Place: Hyderabad  
Date: 05/08/2014

By Order of the Board of Directors

Sd/-  
**K.Yugandhar**  
Company Secretary

## Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy form duly completed should be deposited at the registered office of the Company not less than forty eight hours (48 hours) before the scheduled time of the Extra-Ordinary General Meeting. Blank Proxy Form is enclosed.
2. Pursuant to Section 102 of the Companies Act, 2013 and Regulation of 73 of the SEBI ICDR Regulations, a statement setting out material facts and reasons for proposed special businesses, and other material details in respect of the preferential issue proposed to be made is annexed hereto.
3. The Board of Directors in its meeting held on 05/08/2014 has appointed Mr. N.V.S.S. Rao, Practicing Company Secretary, as Scrutinizer to conduct the E-Voting process in a fair and transparent manner.
4. The notice is being sent to all the Members whose names appear in the Members Register/ Records as on 01/08/2014 (cut-off date/record date) by post and electronically by e-mail to those Members who have registered e-mail IDs.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 1:00 p.m. and 3:00 p.m. up to the date of EGM of the Company.
6. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding and voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on August 1, 2014
7. In compliance with provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

### **The instructions for members for voting electronically are as under:-**

#### **In case of members receiving e-mail:**

- (I) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (II) Click on "Shareholders" tab.
- (III) Now, select the "COMPANY NAME (VIVIMED LABS LIMITED)" from the drop down menu and click on "SUBMIT"
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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 (available in the address label pasted in the cover and / or in the e-mail sent to the members) in the PAN field.</li><li>• 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.</li></ul>
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li></ul>

(VIII) After entering these details appropriately, click on "SUBMIT" tab.

(IX) Members holding shares in physical form will then reach directly 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 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(XVII) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

#### **In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (I) to sl. no. (XVII) above to cast vote.

(B) The voting period begins on 27/08/2014 (9.30 a.m) and ends on 29/08/2014 (6 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 01/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

8. Kindly note that the Members can opt only one mode for voting i.e. either by physical presence or e-voting. If you are opting for e-voting, then do not vote by poll and vice versa. However, in case Member(s) cast their vote both via Poll and e-voting, then voting done through Poll shall prevail and voting done by e-voting will be treated as invalid.

9. In line with the “Green initiative in the Corporate Governance” launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of service of notice/documents on the shareholders, the Company is sending this notice electronically on the e-mail addresses as obtained from the Depositories/ Members. Such individual Members may exercise their voting electronically as per the procedure given above. In case, a Member does not want to avail the e-voting facility organised through CDSL, such Member may send a request to the Company for obtaining the Notice in physical form. On receipt of such request, the Company will despatch the same in physical form.

10. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.vivimedlabs.com](http://www.vivimedlabs.com) and on the website of CDSL within 2 (two) days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.



## **Statement under Section 102 of the Companies Act, 2013 and under Regulation 73 of the SEBI ICDR Regulations**

The statement under Section 102 of the Companies Act, 2013 setting out material facts of special businesses of the accompanying Notice set out hereinabove, and the statement under Regulation 73 of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 is as under:

### **Item No. 1 and Item No. 2**

The members are hereby informed that taking into consideration, the performance and positive outlook of the Company, as well as the growth plans, and in order to finance the ongoing expansion programme and augmenting the working capital it is considered prudent to raise the capital on long-term basis. It is, therefore, proposed to raise further capital by way of preferential issue. In accordance with the Section 42, 62 and other applicable of the Companies Act, 2013 and the Companies Act, 1956 (to the extent applicable) provides, inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares/ securities; such further shares/securities shall be offered to the existing shareholders of the company in the manner laid down in Companies Act, 2013/Companies Act 1956 unless the shareholders decide otherwise. Hence, consent of the shareholders by way of special resolution is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Companies Act, 1956 (to the extent applicable) and in terms of the provisions of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) and the Listing Agreement executed by the Company with the Stock Exchange where the shares of the Company are listed.

Certain information in relation to the issue of Warrants including the information as required under Regulation 73 of Chapter VII of the SEBI ICDR Regulations and the terms and conditions of the issue are as under:

#### **(a(i)) Objects of the Issue**

The proceeds of the preferential issue are proposed to be utilized for expansion program of the Company, its working capital requirements and repayment of loans.

#### **(a(ii)) Total number shares or other securities to be issued**

The total number of Warrants to be issued to Promoters and Non-Promoters, collectively, is 20,00,000, exercisable into 20,00,000 equity shares of the Company.

#### **b) The intention of the promoters/ directors/Non Promoters to subscribe to this offer:**

The proposed issue of Warrant shall be acquired by Promoters (up to 15,00,000 warrants) and Non Promoters (up to 5,00,000 warrants), of the Company. The promoters and non-promoters shareholders are subscribing to the preferential issue authorized by the resolution and in accordance with the provisions of SEBI Regulations and other applicable rules, regulations framed by different authorities. The intention is to participate in the growth prospects of the company.

#### **(c) Pricing of the Issue (including the basis on which the price has been arrived at, along with the relevant date)**

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:

- i) The average of the weekly high and low of the closing prices of the related equity shares quoted on the stock exchange during the twenty six weeks preceding the Relevant Date;

OR

- ii) The average of the weekly high and low of the closing prices of the related equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date

## Explanation

“**Relevant Date**” for this purpose means the date thirty days prior to the date on which the meeting of shareholders is held, determined as per Regulation 71 of SEBI ICDR Regulations to consider proposed issue in terms of Section 42 and 62 of the Companies Act, 2013.

The date of general meeting is 04/09/2014. Accordingly the Relevant Date for this proposed preferential issue is 05/08/2014.

“**Stock Exchange**” for this purpose shall mean any of the recognised stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the Relevant Date.

### d) Proposed time within which allotment will be completed

The allotment of Warrants shall be completed within a period of fifteen days from the date of passing the resolution by the shareholders in General Meeting, provided that when the allotment on preferential basis is pending on account of any approval of such allotment by any regulatory authority/Stock Exchanges (including, in the case of Non-Promoter Allottee, the Foreign Investment Promotion Board) or the Central Government, the allotment shall be completed within fifteen days from the receipt of such approval.

### e) Identity and names of Proposed Allottees

The allotment in Item 1 is proposed to be made to the promoters of the Company. The allotment in Item 2 is proposed to be made to a non-promoter shareholder (existing) of the Company, which shareholder is a non-resident company.

## Item 1: Promoter Allottees

S. No.	Name of proposed allottee	Status	Fresh allotment of equity shares (after Conversion of warrants)	Post Allotment holding (assuming the exercise of all Warrants issued to promoters and non-promoters)	
1	Santosh Varalwar	Promoter	6,25,000	18,94,810	10.41 %
2	Sandeep Varalwar	Promoter	3,00,000	912,913	5.01 %
3	Sujatha Varalwar	Promoter	2,00,000	699,799	3.84%
4	Madhavi Varalwar	Promoter	100,000	1,40,000	0.77 %
5	Subhash Varalwar	Promoter	100,000	4,20,000	2.31%
6	Satish Gooty Agraharam	Promoter	100,000	111127	0.61%
7	Butterfly Agri Products Private Limited(#)	Promoter	50000	191000	1.05
8	S.Raghunandan	Promoter	25000	88500	0.49%

[#]: “Butterfly Agri Products Private Limited is a private company limited by shares, which was incorporated in Hyderabad on 6 th May 1991. 100% of the share capital of Butterfly Agri Products Private Limited is held by (1) Mr. G.V.L.N.RAJU and (2) Mr.B. Ravi Kumar”

## Item 2: Non-Promoter Allottee

S. No.	Name of proposed allottee	Status	Fresh allotment of equity shares (after Conversion of warrants)	Post Allotment holding (assuming the exercise of all Warrants issued to promoters and non-promoters)	
1	KITARA PIIN 1102 [##]	Non - Promoter	5,00,000	23,30,137	12.80 %

[##]: “Kitara PIIN 1102 (Investor) is a private company limited by shares, which was incorporated in Mauritius on 1st July 2011. 100% of the share capital of Kitara PIIN 1102 is held by 31 International investors which include OTC listed company in Oman, a few corporate and the rest are Individual Investors. Kitara PIIN 1102 is advised by a professional Investment Advisor (Kitara Capital International Limited, Cayman Island). The Investment recommendations by the Investment advisor are approved by the board of directors of Kitara PIIN 1102, which comprises of Mr. A. Sattar Hajee Abdoula, Mr.Yuvraj Thacoor both resident of Mauritius and Mr. Sachin Kamath and Mr. Umesh Khimji both residing at Sultanate of Oman.”

The proposed allotment of Warrants on preferential basis (if made) and exercise of option attached to such Warrants will not result in change in management or control of the Company as per the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof.

### f) Pre-issue & Post-issue Shareholding Pattern of the Company

The shareholding pattern of the Company Pre and Post exercise of option attached to Warrant issued on preferential basis is as mentioned below:

Category of shareholder	Pre-Issue as on 30/06/2014		Post- Issue, and assuming the exercise of all such Warrants issued *	
	Total number Of shares	Percentage of total number of shares	Total numberOf shares	Percentage of total number of shares
<b>Shareholding of Promoter and Promoter Group</b>				
Indian Promoters	6177725	38.13	7677725	42.18
Foreign Promoters	-	-	-	-
<b>Total of Indian and Foreign Promoters/ Promoter Group (A)</b>	6177725	38.13	7677725	42.18
<b>Public shareholding</b>				
Institutions/Foreign Companies etc	4824873	29.77	5324873	29.25
Non-institutions	5201185	32.10	5201185	28.57
<b>Total Public Shareholding (B)</b>	10026058	61.87	10526058	57.82
<b>Grand Total (A+B)</b>	16203783	100	18203783	100

\*The aforesaid percentages are based on capital as on 30/06/2014 without taking into consideration any potential dilutions by way of issuance of shares under the ESOP schemes.

**g) Undertaking regarding re-computation of price**

The Company undertakes to re-compute the price of the specified securities in terms of the provision of the SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the Promoter Allottees or the Non-Promoter Allottee, as the case may be.

**h) Auditors' Certificate**

A copy of the certificate from Company's statutory auditors, M/s P. Murali & Co., Chartered Accountants certifying that the preferential issue of Warrants are being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 1:00 p.m. and 3:00 p.m. upto the date of General Meeting.

**i) Lock-in**

The proposed allotment to promoters or promoter group shall be locked-in for a period of three years and proposed allotment to the non promoter shall be subject to lock in for a period of one year as mentioned in SEBI ICDR Regulations.

The entire pre-preferential share holding of the proposed Promoter Allottees and Non-Promoter Allottee shall be locked in from the relevant date up to a period of 6 months from the date of trading approval as mentioned in SEBI ICDR Regulations

As per Sections 42 and 62 of the Companies Act, 2013, approval of the Members by way of special resolution is required for allotment of further shares on preferential basis.

Accordingly, the consent of the Members is being sought, pursuant to the provisions of Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, Companies Act, 1956 and SEBI ICDR Regulations, and in terms of the provisions of the Listing Agreements, to issue and allot Warrants having option to apply for and be allotted equivalent number of equity shares under the Preferential Issue as stated in the Special Resolution.

**(j) Other persons to whom allotment on a preferential basis has been made**

The number of persons to whom allotment on a preferential basis has been made during the year is 2 (Mrs.Prashanthi Alamuru & Mr.Kumar Kurumaddali).Such persons were collectively allotted 142857 equity shares of Rs.10/- each , at a price of Rs. 350/- per equity shares (Rs.10/- face value and Rs.340/- Premium).

**Nature of concern or interest of Promoter/ Directors/Manager/ Key Managerial Personnel:**

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Resolution in Item No. 1 & 2, except to the extent of shares held by any of them in the Company. Mr. Santosh Varalwar, Mr.Sandeep Varalwar and Dr. V.Manohar Rao, Mr. Subhash Varalwar, Mr.S.Raghunandan , Directors of the Company, together with their relatives shall be deemed to be concerned or interested in the proposed Resolutions(Item No.1), Apart from the above, no other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be deemed to be concerned or interested in the proposed Resolutions, except to the extent of shares held by any of them in the Company.

The Directors recommend the resolution for your approval.

Place: Hyderabad  
Date: 05/08/2014

By Order of the Board of Directors

Sd/-

K.Yugandhar  
Company Secretary

**PROXY FORM**

**VIVIMED LABS LTD.**

(CIN: L02411KA1988PLC009465)

Registered office: Plot No. 78-A,  
Kolhar Industrial Area, Bidar, Karnataka 585403

Website : vivimedlabs.com

Tel : 040-27176005/6, Fax: 040-27150599

I / We being the member(s) of \_\_\_\_\_ shares of the above named company hereby appoint:

1. Name:.....Address.....  
Email ID .....Signature.....or failing him;
2. Name:.....Address.....  
Email ID .....Signature.....or failing him;
3. Name:.....Address.....  
Email ID .....Signature.....or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Thursday, September 4, 2014 at 11:30 a.m. at Plot No. 78-A, Kolhar Industrial Area, Bidar, Karnataka 585403 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	RESOLUTIONS	Optional*	
		For	Against
	<b>Special Business</b>		
1	Special Resolution under section 42, 62 of companies Act 2013 for Allotment of 15,00,000 Warrants with an option to apply for and be allotted equivalent number of equity shares on preferential basis to promoters.		
2	Special Resolution under section 42, 62 of companies Act 2013 for Allotment of 5,00,000 Warrants with an option to apply for and be allotted equivalent number of equity shares on preferential basis to non-promoter.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of the shareholder \_\_\_\_\_

Affix  
Revenue  
Stamp not  
less than  
₹ 0.15

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statements and Notes, please refer to the Notice of Extra-Ordinary General Meeting.
3. \* It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
4. Please complete all details including details of member(s) in the above box before submission.

## ATTENDANCE SLIP

### VIVIMED LABS LTD.

(CIN: L02411KA1988PLC009465)

Registered office: Plot No. 78-A,  
Kolhar Industrial Area, Bidar, Karnataka 585403

Website : vivimedlabs.com

Tel : 040-27176005/6, Fax: 040-27150599

### EXTRA - ORDINARY GENERAL MEETING

I / We hereby record my / our presence at the Extra - Ordinary General Meeting of the Company at Plot No. 78-A, Kolhar Industrial Area, Bidar, Karnataka 585403 on Thursday, September 4, 2014 at 11:30 a.m.

Member's Folio / DP ID-Client ID No. Member's / Proxy's Name in Block Letters Member's / Proxy's Signature

#### Note:

1. Please complete the Folio / DP ID - Client ID No. and name, sign this Attendance slip and handover at the Attendance Verification Counter at THE MEETING HALL.
2. Electronic copy of the Notice of the Extra - Ordinary General Meeting (EGM) along with Attendance Slip and Proxy Form sent to the Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
3. Physical copy of the Notice of the Extra - Ordinary General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted model(s) to all members whose email is not registered or who have requested for a hard copy.