

VIVO BIO TECH LIMITED

Registered Office: 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road No.1,

Banjara Hills Hyderabad, Telangana-500034

CIN: L65993TG1987PLC007163

Email Id: investors@vivobio.com, Web: www.vivobio.com

Tel.: +91 4023313288

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the Special Resolution appended below is proposed to be passed by the Members by way of Postal Ballot by giving their assent / dissent. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members, which would enable them to cast votes electronically, instead of through physical postal ballot form. Please read carefully and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner. The result of the postal ballot will be announced on or before 5 P.M. on 11th February, 2019 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company’s website: www.vivobio.com besides communicating the same to BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement. Results will also be posted on the Website of CDSL at <https://www.evotingindia.com/>

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to Regulation 17(IA) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Dr Sankaranarayanan Alangudi (DIN: 02703392), Non-Executive Director of the Company, aged 76 years , whose continuation in office with effect from April 1,2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to continue the appointment of , Dr Sankaranarayanan Alangudi (DIN: 02703392), as a Non-Executive Director of the Company to hold office with effect from April 1, 2019.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

By Order of the Board
for **Vivo Bio Tech Limited**
Sd/-

Challapalli Varun Kumar
Company Secretary
M.No.A31280

Place: Hyderabad

Date :07/01/2019

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of Special Business of the Company is appended and forms part of the Notice.
2. The Company has appointed Mr. Vudanda Chandra Sekhar Patnaik, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the Member.
4. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on January 4,2019. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
5. You are requested to read carefully the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on 9th February, 2019. The envelope may also be deposited personally at the address given thereon. Consent received thereafter shall be treated as if the reply from the Member has not been received. Also, no other Form or Photocopy thereof is permitted. However, an envelope containing postal ballot if sent by any other modes at the expenses of the registered Members will also be accepted.
6. The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot. In case a Member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for E-voting printed on the back side of the Postal Ballot Form. He/She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period (i.e., till the last date of receipt of Postal Ballots) whichever is earlier. Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs and who wish to vote through Postal Ballot Form can seek duplicate form from the Registered Office of the Company.
7. Voting through electronic means

A. Procedure and instructions for e-voting

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called “the Rules” for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on January 04,2019 (End of Day) being the Cut-off date fixed for determining voting rights of members to cast their vote on all the resolutions set forth in the Notice of Postal Ballot dated 7th January, 2019. The Company engaged the Services of Central Depository Services Limited (CDSL) to provide the e- Voting Facility:

The instructions for Members for e-voting are as under:

The voting period begins on Friday, 11th January, 2019 at 9.00 a.m. and ends on Saturday 9th February, 2019 at 5.00 p.m. During this period shareholders' of the company, holding shares either in Physical Form or Dematerialized form, as on the cutoff date 4th January, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

(a) Instructions for e-voting

- i) The shareholders should log on to the e-voting website www.evotingindia.com
- ii) Click on "Shareholders" tab.
- iii) Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical Form
For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the company

- iv) Next enter the Image Verification as displayed and Click on Login.
- v) 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.
- vi) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form 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) <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 (Which is printed on address label) in the PAN field
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 account Details	Enter the Dividend Bank Details as recorded in your demat account or in the Bank company records for the said demat account or folio. Please enter the DOB or Details Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the folio/client id.

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in Physical form will then reach directly to the voting screen.
- ix) 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.
- 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
- x. Click on the relevant EVSN for the “Vivo Bio Tech Limited” on which you choose to vote.
- xi. On the voting page, you will see Resolution Description and against the same the option ‘YES/ NO’ for voting. Enter the number of shares (which represents number of votes) under YES/ NO.
- xii. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Notice of the Annual General Meeting.
- xiii. 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.
- xiv. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. Note for Non-Individual Shareholders & Custodians:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> 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.

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 and on approval of the accounts they would be able to cast their vote.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to 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.

B. Process and manner for members opting for voting through Postal Ballot

- i. A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer, Mr. Vudanda Chandra Sekhar Patnaik, Company Secretary in Practice, 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road No.1, Banjara Hills Hyderabad, Telangana-500034 in the attached self-addressed Business Reply Envelope so as to reach on or before 5.00 p.m. on 9th February, 2019.
- ii. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.
- iii. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.
- iv. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.
- v. The consent must be accorded by recording the assent in the Column “FOR” and dissent in the Column” AGAINST” by placing a tick (v) mark in the appropriate column.
- vi. There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member(s).
- vii. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
- viii. A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., 5.00 p.m. (1ST) 9th February, 2019.
- ix. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- x. A Member need not use all the votes, nor needs to cast all the votes in the same way.
- xi. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xii. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.
- xiii. Corporate/institutional Members (Corporate/FIs/foreign institutional investors/ trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to patnaik.chandra@gmail.com with a copy marked helpdesk.evoting@cdslindia.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name _EVENT No.”
- xiv. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on 11th February, 2019 on or before 5.00 p.m.(IST)

at the Registered Office of the Company situated at 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road No.1, Banjara Hills Hyderabad, Telangana-500034 and the Resolution will be taken as passed, if the results of the Postal Ballots/ E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As indicated earlier, the results will be published on the website of the Company, www.vivobio.com besides being notified to BSE Limited, where the Company's shares are listed. Results will also be posted on the Website of CDSL at <https://www.evotingindia.com/>

C. General Instructions

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice.
- ii. In the event, a member casts his votes through both the processes i.e., E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be considered as invalid.
- iii. The E-voting period commences from 9.00 a.m. (IST) on Friday 11th January, 2019 and ends on 5.00 p.m. (IST) on Saturday 9th February, 2019. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 4th January, 2019 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iv. Mr. Ch Varun Kumar, Company Secretary, Vivo Bio Tech Limited , Regd. Off. 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road No.1, Banjara Hills Hyderabad, Telangana-500034, Phone No. 040 – 23313288, Mail Id: investors@vivobio.com, is responsible to address the grievances connected with the E-voting and Postal Ballot.
- v. The Company has appointed Mr. Vudanda Chandra Sekhar Patnaik, Practising Company Secretary (Membership : No. 45479, CP No.16619) as the Scrutinizer to the voting process (E-voting and Postal Ballot) in a fair and transparent manner.
- vi. The Scrutinizer shall, unlock the votes in the presence of at least two (2) 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.
- vii. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date for voting i.e., 9th February, 2019. The results declared along with the Scrutinizer's Report shall be placed on the Company's website : www.vivobio.com and on the website of CDSL at www.evoting@cdslindia.com
- viii. To receive communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Aarthi Consultants Private Limited, Address: Gagan Mahal Street No 7, Aravindra Nagar, Domalguda, Himayatnagar, Hyderabad, Telangana 500029, Mail Id: info@arthiconsultants.com, Tel: 040-27638111/27634445/27642217/66611921.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE**

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution No. 1.

Item No.1

As per Regulation 17(IA) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from April 1,2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Dr. Sankaranarayanan Alangudi (DIN: 02703392), Non-Executive Director of the Company, aged 76 years (Date of Birth June 05, 1943), whose continuation in office with effect from April 1,2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members is sought to continue the appointment of Dr Sankaranarayanan Alangudi (DIN: 02703392) as a Non-Executive Director of the Company to hold office with effect from April 1, 2019.

A brief justification for continuation as Non-Executive Director on the Board of the Company with effect from April 1,2019 is as under:

Dr Sankaranarayanan Alangudi (76 years) is a discovery scientist with more than 40 years of experience in Pharmaceutical R&D. He has unique blend of Scientific and Management experience in drug discovery and development. He has been a Director of the Company since 2009. His continuation in the board is necessary for equipping the management and the company in respect of latest advancements and developments in the field of bio-technology and pre-clinical services.

The terms and conditions of continuation of appointment of Dr Sankaranarayanan Alangudi shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The continuation of appointment of Dr Sankaranarayanan Alangudi as Non-Executive Director of the Company with effect from April 01,2019 is recommended by the Nomination and Remuneration Committee at its meeting held on January 2nd, 2019. and Board of Directors at their meeting held on January 7th, 2019.

Except Dr. Sankaranarayanan Alangudi none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice.

Your Directors recommend the resolution for your approval.

Annexure to the Postal Ballot Notice dated 7th January, 2019.

Details of Directors seeking continuation of appointment as on April 1, 2019

[Pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Statement provided pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

S.No	Particulars	
1	Name	Dr. Alangudi Sankaranarayanan
2	Date of Birth	05/06/1943
3	Date of Appointment	31/07/2009
4	Qualifications	Ph.D., M. Pharm
5	Expertise in Specific Functional Areas:	He is a discovery scientist with more than 40 years of experience in Pharmaceutical R&D. He has unique blend of Scientific and Management experience in drug discovery and development
6	Directorships held in other public companies (Excluding Foreign companies and Section 8 Companies)	NIL
7	Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	NIL
8	Number of shares held in the company	NIL
9	Relationship between directors inter-se/ KMP	There is no relationship with other directors /KMP on the board
10	Salary last drawn	Rs. 14,42,500
11	No. of Meetings attended during the year	5
12	Date of first appointment as a Director	31/07/2009