

VIVO BIO TECH LIMITED

Registered Office: 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road No.1,
Banjara Hills Hyderabad- 500034, Telangana State, India, CIN: L65993TG1987PLC007163

Phone No: 040 23313288

Email: investors@vivobio.com Website: www.vivobio.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the Members of the Vivo Bio Tech Limited will be held on Monday, the 28th day of September, 2020, at 03.30 P.M. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the following businesses:

ORDINARY BUSINESS:

Item No.1- Adoption of Financial Statements.

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2020 and the Board’s Report and Auditor’s report thereon.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2020 together with the reports of the Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”

Item No. 2 – To appoint a Director in place of Dr Sankaranarayanan Alangudi (DIN: 02703392) who retires by rotation, and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 & pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Sankaranarayanan Alangudi (DIN: 02703392), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.”

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS

Item No. 3-Appointment of Ms. Kunda Kalpana (DIN: 07328517) as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Ms. Kunda Kalpana (DIN: 07328517) who was appointed as an Additional Director of the company with effect from 30th June, 2020 under section 161 of the Companies Act, 2013, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30th June, 2020, not liable to retire by rotation.”

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 4- Issue of Convertible Equity Warrants on Preferential basis to Promoters and Promoter Group

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 62(1)(c), read with Section 42, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, the rules and regulations issued by the Securities and Exchange Board of India (“SEBI”), including the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable and subject to the permission(s), consent(s), sanction(s) and approval(s), if any, by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while

granting such approval(s), consent(s), permission(s) and sanction(s), and 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(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, from time to time in one or more tranches, 18,00,000(Eighteen Lakhs only) Convertible Equity Warrants (“Warrants”) on a preferential basis to Promoters and Promoter group as mentioned below (“Warrant Holder”), with a right to Warrant Holder to apply for and get allotted one equity share of face value of Rs. 10/- (Rupees Ten Only) each (the “Equity Shares”), ranking in all respects *pari-passu* with the existing equity shares of the Company, for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, at a price of Rs. 45/- (Forty Five Only) as arrived in accordance with the part IV of chapter V of the SEBI (ICDR) Regulations, 2018 to the below mentioned allottees hereinafter referred to as “Proposed Allottees”:

DETAILS OF PROPOSED ALLOTEES:

Sl. No	Name of the Proposed Allottee	Number of Convertible equity warrants applied
1	M/s. Shri Shri Resorts Private Limited	10,00,000
2	M/s. Maxcell Phones Communications India Private Limited	4,00,000
3	M/s. Iragavarapu Constructions Private Limited	4,00,000

FURTHER RESOLVED THAT the relevant date, as per Regulation 161(a) or 161(b) of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of the Warrants to be allotted pursuant to the preferential issue is fixed as 29th August, 2020 i.e. 30 days prior to the date of passing of special resolution in the General Meeting to approve the proposed preferential issue in terms of Section 62(1) (c) of the Act.

FURTHER RESOLVED THAT the equity shares to be allotted upon exercise of Warrants shall rank *pari - passu* in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/-each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

FURTHER RESOLVED THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution,

provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals, in accordance with provisions of ICDR Regulations .

FURTHER RESOLVED THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- i. The proposed allottees of Warrants shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% [Twenty-five percentage only] of the exercise price determined in compliance with the provisions of the SEBI (ICDR) Regulations, 2018;
- ii. The balance 75% [Seventy-five percentage only] of the exercise 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 allotment thereof;
- iii. The proposed allottees of Warrants will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment (“Tenor”) thereof, in one or more tranches;
- iv. In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- v. The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;
- vi. The Company make an application for Listing, within 20 days from date of allotment of Equity Shares, upon conversion of warrants, to the stock Exchanges where shares of the Company are listed in accordance with SEBI (LODR) Regulations, 2015;
- vii. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-

passu in all respects including dividend, with the existing fully paid Equity Shares of the Company;

- i. Upon exercise of the Warrants by the Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company as the registered owner of such Equity Shares;
- ii. The issue of the 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;
- iii. Subject to the provisions of Regulation 168 of Chapter V of the SEBI (ICDR) Regulations, 2018, the Warrants and equity shares allotted on exercise of such Warrants will be transferable within the Promoters and persons forming part of Promoter Group;
- iv. In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- v. The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant holder to the Company in accordance with the provisions of ICDR Regulations;
- vi. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations, 2018 relating to preferential issues;
- vii. The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder(s) of the Company; and
- viii. Until the Warrants are transferred, the Company shall treat Warrant Holder as the absolute owner for all purposes without being affected by any notice to the contrary.

- ix. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

FURTHER RESOLVED THAT the Board / Board Committee be and is hereby authorized to 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 holder(s) of the Warrants.

FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto.”

Item No. 5- Approval for Related Party Transactions

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 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and pursuant to Sections 179,184,188 of the Companies Act 2013 (“Act”) and Rules made thereunder (including any statutory modifications and re-enactments made thereof from time to time), consent of the members of the Company be and is hereby accorded to the following related party transactions w.e.f. 1st September, 2020 for the remaining tenure:

S.No	Particulars	(Rs. In Lakhs)
1	Availing of advisory services from Mr. Viswanath Kompella, Promoter and increase of professional fees to Rs.10 Lakhs per month with effect from 1 st September, 2020 for the remaining tenure of 3 years and 7 months.	120.00 P.A

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

Item No. 6- Revision in overall borrowing powers of the Company.

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

“RESOLVED THAT in suppression of the earlier Resolution passed by the members at their meeting held on 30th September, 2014 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) for borrowing any sum or sums of moneys for and on behalf of the Company or any other Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, non-banking finance companies, or from others by way of advances, deposits, debentures, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties, whether movable or immovable or stock-in process and debts, and advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount upto

which the money(ies) may be borrowed shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores only) at any point of time on account of the principal”.

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

Item No. 7- Creation of Mortgage/Charge on the assets of the Company.

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

“**RESOLVED THAT** in suppression of the earlier Resolution passed by the members at their meeting held on 30th September, 2014 and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages, pledges and hypothecations in addition to the existing charges, mortgages, pledges and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, in favour of the Banks, Financial Institutions and other Parties to secure Rupee Loans, Foreign Currency Loans and Working Capital Facilities borrowed in Indian Rupees and Foreign Currency availed and also proposed to be availed, by the Company or any other person / company and also to secure by way of Corporate Guarantees and other obligations of the Company or any other person / company, provided that the total amount of loans and other obligations of the Company together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans and other obligations, shall not, at any time exceed the limit of Rs.500 Crores (Rupees Five Hundred Crores only)”.

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

By Order of the Board
For Vivo Bio Tech Limited

Place: Hyderabad
Date: 28th August, 2020

A.Karthik
Company Secretary
M.No.A44462

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read together with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. (in case of corporate members only).
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with M/s. Aarathi Consultants Private Ltd and Central Depository Services (India) Limited (CDSL) for facilitating Virtual AGM & voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. The attendance of the Members (members login) attending through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 33rd AGM has been uploaded on the website of the Company at www.vivobio.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
4. In compliance with MCA Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/HO/ CFD/CMD1/ CIR/P/2020/79 dated 12th May 2020 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for Financial year ended 31st March, 2020 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
5. In line with the MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the e-AGM has been uploaded on the website of the Company at <http://www.vivobio.com>. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. and also from the RTA website <http://aarthiconsultants.com/>.
6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, Aarthi Consultants Private Limited at info@aarticonsultants.com. Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of

email address. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.

7. The Register of Members/ Register of Beneficiaries and Share Transfer Books of the Company will remain closed from 22nd September, 2020 to 28th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.

8. THE INSTRUCTUIONS FOR SHAREHOLDERS INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on Thursday, 24th September, 2020 (9:00 a.m.) and ends on Sunday, 27th September, 2020 (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. Monday, 21st September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting Website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) 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)

- **Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number indicated in the PAN field.**

Dividend Bank Details OR Date of Birth 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 fields as mentioned in instruction (v)**

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN of Vivo Bio Tech Limited.

(xiii) 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.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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
- (xix) Shareholders can also use Mobile app - “m - Voting” for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xx) Note for Non - Individual Shareholders and Custodians
- (a) 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 module.
- (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (c) 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.
- (d) 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.
- (e) 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 scrutiniser to verify the same.
- (f) Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser email id: cs.gvinay@gmail.com and to the Company email id:

investors@vivobio.com if voted from individual tab & not uploaded same in the CDSL e-voting 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 or call 1800225533..

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 or call on 1800225533.

9. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
 3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
 4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 10.** The Board of Directors has appointed Mr. Vinay Babu Gade, Practising Company Secretary (Membership No. A20592 and CP No.20707) as the Scrutinizer to conduct the voting process (e-voting) in a fair and transparent manner.
- 11.** The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the Annual General meeting 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 containing the details with respect to votes cast in favour, against, neutral/abstained, shall submit the Report to the Chairman of the Company or to any other person

authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting).

12. 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 i.e. <https://www.evotingindia.com> within two days of the passing of the Resolutions at the 33rd Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

13. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. 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's RTA info@arthiconsultants.com.
2. 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's RTA info@arthiconsultants.com.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

14. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (investors@vivobio.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7(seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (investors@vivobio.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

GENERAL INFORMATION:

1. The Company's equity shares are Listed at (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001, Maharashtra, India; and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2020 -2021.
2. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at Aarthi Consultants Private Limited (Unit: VIVO BIO TECH LIMITED), 1-2-285, Domalguda, Hyderabad - 500029, Telangana State, India, Email info@arthiconsultants.com.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 28th September, 2020. Members seeking to inspect such documents can send an email to investors@vivobio.com.
4. The Certificate from the Auditors of the Company under SEBI (Share Based Employee Benefit) Regulations, 2014 as amended, will be available for inspection by the shareholders.

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN and other details to the company's R&T Agents in accordance with SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018.
6. Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the R&T Agent of the company for assistance in this regard.
7. Pursuant to section 72 of the Companies Act, 2013 shareholders are entitled to make a nomination in respect of shares held by them. Shareholders desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the R&T Agent of the company. Further, shareholders desirous of cancelling/ varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the R&T Agent of the company.
8. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the company is sharing all documents with shareholders in the Electronic mode, wherever the same has been agreed by the shareholders. Shareholders are requested to support this green initiative by registering/ updating their e-mail.
9. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services India Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
10. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, 21st September, 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or info@aarthiconsultants.com.

However, if he/she is already registered with CDSL for remote e-voting then he/ she can use his / her existing user ID and password for casting the vote.

- 11.** The relevant details as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) and Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India, profile of directors proposed for appointment and seeking re-appointment is annexed hereto.

By Order of the Board
For Vivo Bio Tech Limited

Place: Hyderabad
Date: 28th August, 2020

A.Karthik
Company Secretary
M.No. A44462

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.

Name of the Director	Dr. Alangudi Sankaranarayanan
Director Identification Number (DIN)	02703392
Date of Birth & Age	05/06/1943, 77 Years
Qualifications	Ph.D., M. Pharm
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.
Brief Resume	Sankaranarayanan is a discovery biologist with more than 35 years of experience in Pharmaceutical R&D. He has a proven track record in establishing drug discovery and development facilities, and implementation of GxP standards/accreditation for various biotech/pharma facilities. He is an accomplished innovator with more than 30 patents in the field of cardiovascular and endocrine specialties.
Relationship between other Directors, Manager and Other KMP's of the Company.	He is not related to any Directors, Manager and Other Key Managerial Personnel of the company.
Nature of appointment (Appointment/ re-appointment)	Re-Appointment
Terms and conditions of appointment / reappointment	Terms and conditions of appointment are as per the resolution at Item No. 2 of appointment the Notice convening Annual General Meeting on 28 th September, 2020 read with explanatory statement thereto.
Date of Appointment at current designation/ Date of first appointment on the Board	31/07/2009
Remuneration proposed to be paid	Sitting Fees
Number of Meeting of the Board attended during the financial year (2019-20).	4/6
Names of listed entities in which the person also holds the directorship in other Companies	NIL
Directorships held in other public Companies (Excluding Foreign companies and Section 8 Companies)	NIL
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company	NIL

Name of the Director	Kunda Kalpana
Director Identification Number (DIN)	07328517
Date of Birth & Age	28/08/1982, 38 Years
Qualifications	M.Sc- Bio Tech
Expertise in Specific Functional Areas	She is a Post Graduate (M.Sc Bio-Technology) from Bangalore University possessing rich experience of over 10 years in fields of Teaching and Scientific Data Research Analysis and Clinical Data Management.
Brief Resume	She is a Post Graduate (M.Sc Bio-Technology) from Bangalore University possessing rich experience of over 10 years in fields of Teaching and Scientific Data Research Analysis and Clinical Data Management. She has previously worked as a Senior Lecturer in Bio-Technology Department for Under Graduate and Post Graduate students and also served as Vice President for Clinnova Research Labs (P) Limited. She is also serving as an Independent Director in Various Listed Companies.
Relationship between other Directors, Manager and Other KMP's of the Company.	She is not related to any Directors, Manager and Other Key Managerial Personnel of the company.
Nature of appointment (Appointment/ re-appointment)	Appointment
Terms and conditions of appointment / reappointment	Terms and conditions of appointment are as per the resolution at Item No. 3 of appointment the Notice convening Annual General Meeting on 28 th September, 2020 read with explanatory statement thereto.
Date of Appointment at current designation/ Date of first appointment on the Board	30/06/2020
Remuneration proposed to be paid	Sitting Fees
Number of Meeting of the Board attended during the financial year (2019-20).	Not Applicable
Names of listed entities in which the person also holds the directorship in other Companies	1.Virinchi Limited 2.Kellton Tech Solutions Limited
Directorships held in other public Companies (Excluding Foreign companies and Section 8 Companies)	1.Virinchi Limited 2.Kellton Tech Solutions Limited
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	Member of Audit Committee & Stakeholder's Relationship Committee of Virinchi Ltd.
Number of shares held in the company	NIL

EXPLANATORY STATEMENT UNDER 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. 2,3,4,5,6 and 7.

Item No: 2 To appoint a Director in place of Dr Sankaranarayanan Alangudi (DIN: 02703392) who retires by rotation, and being eligible, offers himself for re-appointment.

Dr. Sankaranarayanan Alangudi (DIN: 02703392) who is a Non- Executive Director and liable to retire by rotation at the ensuing Annual General Meeting as per section 152 of the Companies Act, 2013 and also who had attained the age of seventy seven (77) years and offers himself for re appointment. Pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, Special Resolution is required to be passed for the re appointment and continuation of his directorship with effect from 28th September, 2020, being the date of expiry of their current term of office.

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), effective from 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be. The Members may recall the postal ballot conducted by the Company in the month of February 2019 for the continuation of directorship of Dr. Sankaranarayanan Alangudi (DIN: 02703392) was approved by the members of the Company by passing a special resolution for continuation of his directorship with effect from 1st April, 2019.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 28th August, 2020, has unanimously approved the re appointment and continuation of directorship of Dr. Sankaranarayanan Alangudi, as a Non-Executive Director on the Board.

A brief justification for continuation as Non-Executive Director on the Board of the Company is as under:

Dr Sankaranarayanan Alangudi (77 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.

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.2 of the Notice.

Your Board recommends the resolution set out in Item No. 2 for approval of the members as Special Resolution.

Item No: 3 Appointment of Ms. Kunda Kalpana (DIN: 07328517) as an Independent Director.

Ms. Kunda Kalpana (DIN: 07328517) was appointed as an Additional Director of the Company w.e.f. 30th June, 2020 at the Board Meeting held on 30th June, 2020 under Section 161 of the Companies Act, 2013 under the Independent Director Category for a period of 5 years. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

Ms. Kunda Kalpana, being eligible and offers herself for appointment as Independent Director of the company. It is proposed to be appointed as Independent Directors for five (5) consecutive years commencing from 30th June, 2020, respectively.

In the opinion of the Board, Ms. Kunda Kalpana fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and she is independent of the management.

The Resolution set out at Item No. 3 of the notice is put forth for consideration of the members as an ordinary resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Ms. Kunda Kalpana as an Independent Director. The terms and conditions of appointment of Ms. Kunda Kalpana shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Ms. Kunda Kalpana, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 respectively of the Notice.

Your Board recommends the resolution set out in Item No. 3 for approval of the members as Ordinary Resolution.

Item No: 4 Issue of Convertible Equity Warrants on Preferential basis to Promoters and Promoter Group.

The Company wants to raise long term funds to finance growth plans of the Company, strengthen financial structure, enhancing liquidity, working capital resources and for general corporate purposes. Hence, the Board of Directors of the company in their meeting held on 28th August, 2020 has considered and approved the proposal to issue 18,00,000(Eighteen Lacs Only) Warrants having attached thereto the right to subscribe for equal number of Equity Shares of Rs.10/- each at an issue/exercise price of Rs. 45/- (Forty Five Rupees Only) determined in accordance with part IV of chapter V of the SEBI (ICDR) Regulations, 2018 in one or more tranches. The members are requested to note that as per Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018 as amended, prior approval of the shareholders by way of Special Resolution is required to issue convertible equity warrants to Promoters and Promoter group of the Company.

Salient features of the preferential issue of Warrants are as under:

The proposed issue and allotment of Warrants, on a preferential basis, shall be governed by the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”) and the Companies Act, 2013 read with rules made thereunder (“Act”).

Without generality to the above, the salient features of the preferential issue of Warrants are as under:

- The “Relevant Date” as per the Regulation 161 of SEBI (ICDR)Regulations,2018 for determining the minimum price for the preferential issue of Warrants is 29th August, 2020, which is 30 [thirty] days prior to the date of the shareholders’ meeting to be held on 28th September, 2020.
- 25% [Twenty-five percentage only] of the consideration for preferential issue of Warrants shall be received by the Company prior to the allotment of said warrants.
- At the time of exercise, the Warrant Holder shall pay the balance 75% [Seventy-five percentage only] of the consideration payable in respect of the Warrants so being exercised. The amount paid will be adjusted / set off against the issue price of the resultant equity shares. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 [eighteen] months, such entitlement shall lapse and the amount paid on such warrants shall stand forfeited.

- The Company has not made any preferential issue of securities in this financial year, other than the proposed issue of Warrants as stated in this notice.
- The Warrant Holder has not sold any equity shares during the six months preceding the Relevant Date. The Warrant Holder has not subscribed to any warrants of the Company during last one year.

The other information prescribed under Regulation 163 of the ICDR Regulations, 2018 and other applicable laws in relation to the Proposed Special Resolution as set out at item No.4 are given hereunder:

1. Object of the preferential issue of Warrants and details of utilization of proceeds:

The proceeds of the preferential issue will be utilized towards augmenting the working capital requirements and meeting other business requirements.

2. Maximum number of specified securities to be issued:

18,00,000(Eighteen Lakhs only) Convertible Equity Warrants (“Warrants”) on a preferential basis to Promoters and Promoter Group mentioned below (“Warrant Holder”), with a right to Warrant Holder to apply for and get allotted one equity share of face value of Rs. 10/- (Rupees Ten Only) each (the “Equity Shares”)

3. The proposal or intention of the Promoter / Promoter group , Directors or Key Managerial Personnel to subscribe to the proposed preferential issue, if any:

None of the directors or key managerial personnel intends to subscribe to any shares pursuant to this preferential issue However, to meet the objects of the issue, the promoters and promoter group M/s. Shri Shri Resorts Private Limited, M/s. Maxcell Phones Communications India Private Limited, M/s. Iragavarapu Constructions Private Limited has shown their interest to subscribe 18,00,000 warrants.

4. shareholding pattern of the issuer before and after the preferential issue:

S.No	Category of Shareholder	Pre issue holding details		Post Issue Holding Details **	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A	Promoters and Promoter Group Holding				
1	Indian Promoters / Promoter Group :				
	Individuals / HUF	459500	3.57	459500	3.13
	Bodies Corporate	4012000	31.13	5812000	39.27
	Sub Total	4471500	34.70	6271500	42.70

	Foreign Promoters / Promoter Group :				
	Individuals	-	-		
	Body Corporates	-	-		
	Sub Total	-	-		
	Sub Total (A)	4471500	34.70	6271500	42.70
B	Non Promoters Holding				
	Institutions				
	Foreign Portfolio Investors				
	Non-Institutions	-	-	-	-
	Individuals - Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	845568	6.56	845568	5.76
	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	770000	5.97	770000	5.24
	Non-Resident Indian-Non Repatriable	211360	1.64	211360	1.44
	Non-Resident Indian-Repatriable	162734	1.26	162734	1.11
	Corporate Bodies	4086342	31.70	4086342	27.82
	Clearing Member	5016	0.04	5016	0.03
	Corporate Bodies- OCB	2335000	18.12	2335000	15.90
	IEPF				
	Total Non-Promoter Holding (B)	8416020	65.3	8416020	57.30
C	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)-C	-	-	-	-
	Sub-Total-C	-	-	-	-
	TOTAL(A+B+C)	12887520	100	14687520	100

****Post Issue holding -Assuming full conversion of 18,00,000 warrants allotted.**

5. Time frame within which the preferential issue shall be completed:

As required under the ICDR Regulations the preferential issue/allotment of Warrants shall be completed, within a period of 15 [Fifteen] days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

6. The Identity of the natural persons who are the ultimate beneficial owners of the shares/ Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them.

S. No	Name of proposed allottee	Pre preferential Holding	% of Pre preferential share capital	Issue of Equity Shares and Warrants (each Warrant is convertible into one equity share)	Post Preferential Share capital considering Conversion of warrants**	% of Post preferential share capital considering Conversion of warrants.**
1	M/s. Shri Shri Resorts Private Limited	67,000	0.52	10,00,000 Warrants	10, 67,000	7.26
2	M/s. Maxcell Phones Communications India Private Limited	8,00,000	6.21	4,00,000 Warrants	12,00,000	8.17
3	M/s. Iragavarapu Constructions Private Limited	6,00,000	4.66	4,00,000 Warrants	10,00,000	6.81

****Post Issue holding and % of post issue Holding -Assuming full conversion of 18,00,000 warrants allotted.**

Details of Ultimate Beneficiaries

S.No	Name of Proposed Allottee	Names of Ultimate Beneficiaries
1	M/s. Shri Shri Resorts Private Limited	1) Kompella Viswanath 2) Madhavi Latha Kompella 3) K. Shri Lakshmi 4) G. Ramesh 5) M. Kalyan Ram 6) K. Shri Kalyan 7) K. Madhu Reddy 8) D. Ravinder 9) M. Murali Krishna 10) C. Nagaraju 11) Chandra Sekhar 12) P.J. Vardhan 13) T. Vinay
2	M/s. Maxcell Phones Communications India Private Limited.	1) K. Shri Lakshmi 2) G. Ramesh

3	M/s. Iragavarapu Constructions Private Limited	1) Kompella Viswanath 2) Madhavi Latha Kompella 3) Chandra Sekhar 4) Radha mani 5) M Rajeev 6) T. Vinay
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7. Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares arising out of Warrants in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 is 29th August, 2020 (i.e., 30 days prior to the Last day of General Meeting, i.e., 28th September, 2020). The Warrants will be allotted in accordance with the price determined in terms of Part IV of Chapter V of the SEBI (ICDR) Regulations, 2018.

8. Pricing of the Issue:

The issue of warrants and equity shares arising through issuance will be at a price not less than the price arrived by the Company:

Since the Company shares are not frequently traded the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

9. The Company hereby undertakes that:

- The Company hereby undertakes that the company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

10. Certificate of Statutory Auditors :

Copy of the certificate of statutory auditors will be available for inspection at registered office of the Company on 28th September, 2020 during business hours, considering the proposed preferential issue, certifying that the issue is being made in accordance with the requirements of these regulations.

11. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

12. Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern. However, there shall not be any change in the management control of the Company.

13. Lock-in-period

- The entire pre-preferential shareholding of Warrant Holder, if any, shall also be locked-in as per Regulation 167 of the ICDR Regulations, 2018.
- Warrants allotted, to Non-Promoters issued on preferential basis to such persons shall be locked-in for a period of one year from the date of trading approval or such other period as may be prescribed by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- Lock-in of the equity shares allotted pursuant to conversion of convertible securities other than warrants, issued on preferential basis shall be reduced to the extent the convertible securities have already been locked-in
- convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of allotment of such securities.

14. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price Post 31st March, 2020 and up to the date of this Notice: NIL

15. Class or Classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoters and Promoter Group.

16. Other Disclosure:

- It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter.
- The Board, in its meeting held on 28th August, 2020 has approved the issuance of Warrants on preferential basis to the Warrant Holder in the manner stated

hereinabove, subject to the approval of members and other approvals, as may be required.

- Regulation 160(b) of the ICDR Regulations, 2018 provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the resolution as set out in Item No.4 above to be passed as a Special Resolution.

17. In accordance with the ICDR Regulations

- i. all the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only.
- ii. No person belonging to the promoters / promoter group have sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date;
- iii. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them in the last one year.;
- iv. the Company and none of its promoters or directors is a willful defaulter or a fugitive economic offender; and

The issue of Equity Shares and Warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 4.

Your Board recommends the resolution set out in Item No. 4 for approval of the members as a Special Resolution.

Item No: 5 Approval for Related Party Transactions.

In terms of Section 188 (1) (f) of the Companies Act, 2013 read with Rules made thereunder, appointment to any office or place of profit in the Company at a monthly remuneration exceeding Rs.2.50 lakhs is subject to prior approval of the members.

Mr. Viswanath Kompella is the promoter of the Company were appointed as an Advisor to the Board, who is an officer holding place of profit in the company under section 188 (1) (f) of the Companies Act, 2013 read with rules made thereunder at a fee/salary of Rs.2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month for a period of five years from the financial year 2019-20 onwards respectively and a resolutions to this effect was passed by the Audit Committee and Board of Directors in its meetings held on 12th February, 2019. The said

appointment was within the limits of the Board of Directors and doesn't require the prior approval of the members.

Owing to his deep business insight, relationships with global majors, the Company is keen on availing his services. Accordingly, the Board on the request of Mr. Viswanath Kompella for the revision in fees/remuneration paid to him for acting as an advisor and guide the Company in future course of action.

The Nomination & Remuneration Committee and Audit Committee has recommended and approved the proposal for revision in fee/remuneration paid to Mr. Viswanath Kompella, Promoter, as an Advisor to the Board of the Directors of the Company in terms of section 188 (1) (f) of the Companies Act, 2013 appointment to any office or place of profit in the Company. The Board of Directors in its meetings held on 28th August, 2020 discussed and approved the Increase of fees/remuneration from 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month to Rs.10,00,000/- (Rupees Ten Lakhs Only) per month with effect from 1st September, 2020 for the remaining tenure of 3 years and 7 months, subject to the approval of the members.

Under Mr. Viswanath Kompella's leadership, the Company transformed into the fastest growing, highest value creating entity by establishing long standing relationships across its wide spectrum of stakeholders with a reputation for trust, ethical standards and a passion for growth. The company is a drug development & discovery services to pharmaceutical based in Hyderabad.

The scope of the advisory services to be provided by Mr. Viswanath Kompella shall include advising the Board and the Management with broad strategic aspects of the business, supporting in establishing and enabling relationships with external forums like industry chambers, institutions, government and other agencies on policy matters and in brand and image building of the Company apart from advising the Company's board on any other areas that the Board/ Management may seek his advice.

The Board recommends the same to the members for their approval by means of a Special Resolution.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Boards and its Powers) Rules, 2014:-

a)	Name of the Related Party	Mr. Viswanath Kompella
b)	Name of the Director or Key Managerial Personnel who is related, if any:	No Director and KMP's are related to Mr. Viswanath Kompella
c)	Nature of Relationship	Promoter
d)	Nature, material terms, monetary value of the contract or arrangement:- Nature of the Arrangement	

	<p>Mr. Viswanath Kompella' S appointment as "Advisor" shall be in the capacity of an Independent Consultant and not an agent or employee of the Company. Mr. Viswanath Kompella shall advise/ suggest the Board/Company Management on:</p> <ul style="list-style-type: none"> a) Matters of Corporate Strategy, new business opportunities. b) Be the sounding board for the Company on Company policies/initiatives c) Representing and/or creating strong linkages for the Company on various trade and industry bodies, Govt and semi Govt. organizations and other to promote Company's business. d) Building the Company's image and brand equity. e) Advice the Company's Board in any other areas that the Board/ Company Management may seek from time to time. <p>Material Terms:</p> <p>The revision in fees/ remuneration and appointment, if approved by members, shall be effective from 1st September, 2020 for the remaining tenure of 3 years and 7 months, and renewable by the Board from time to time.</p> <p>The appointment can be terminated by either party by giving a 6 months, prior notice in writing to other party.</p> <p>Monetary Terms:</p> <ul style="list-style-type: none"> 1. Payment of Fee/ Remuneration: Not Exceeding Rs.1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) per annum (subject to statutory deductions and exclusive of applicable taxes) which is payable as follows: <ul style="list-style-type: none"> a) Fixed monthly Fee/Remuneration of Rs.10,00,000 (Rupees Ten Lacs Only) 2. Reimbursements: All the expenses incurred on travelling, boarding, lodging etc. while performing advisory services for and on behalf of the Company shall be reimbursed on actual basis. 3. Facilities: Mr. Viswanath Kompella shall be provided requisite office facilities, chauffeur driven car and communication facilities to effectively discharge his duties. 		
e)	<table border="1" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;">Any other information relevant or important for the members to take a decision on the proposed resolution</td> <td style="width: 50%; vertical-align: top;">As required under the SEBI (LODR) Regulations, 2015, all persons belonging to promoters and persons acting in concert with promoters are termed as Related Parties and therefore, shall abstain from voting on the resolution.</td> </tr> </table>	Any other information relevant or important for the members to take a decision on the proposed resolution	As required under the SEBI (LODR) Regulations, 2015, all persons belonging to promoters and persons acting in concert with promoters are termed as Related Parties and therefore, shall abstain from voting on the resolution.
Any other information relevant or important for the members to take a decision on the proposed resolution	As required under the SEBI (LODR) Regulations, 2015, all persons belonging to promoters and persons acting in concert with promoters are termed as Related Parties and therefore, shall abstain from voting on the resolution.		

The draft Copy of the Appointment Letter to be issued in this regard will be available for inspection by the members at the registered office of the Company on all working days between 2:00 P.M. to 4:00 P.M. up to Monday, 28th September, 2020.

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 5.

Your Board recommends the resolution set out in Item No. 5 for approval of the members as a Special Resolution.

Item No: 6 Revision in overall borrowing powers of the Company.

As per the section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of a Public Company cannot borrow money (a part from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the Company's Paid- Up Capital and Free Reserves (that is reserves not set apart for any specific purpose) without the consent of the shareholders in the General Meeting.

In order to meet the increased requirements of funds in future, which may arise on account of long-term working capital requirement, capital expenditure or the expansion plan / program of the Company, the Company may require to raise further loans / borrowings from financial institutions, banks and others. Accordingly, suppressing the resolution passed in the meeting of members held on 30 September, 2014, it is proposed to increase the limits of borrowings to Rs.500 Crores (Rupees Five Hundred Crores only) beyond the limits permitted under the Section 180(1)(c) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 6.

Your Board recommends the resolution set out in Item No. 6 for approval of the members as a Special Resolution.

Item No: 7 Creation of Mortgage/Charge on the assets of the Company.

As per the section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of a public Company cannot Sell, Lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole, of any such undertaking without the consent of the shareholders in the General Meeting.

In Suppression of the resolution passed in the meeting of members held on 30th September, 2014 and consequent to increase in the borrowing limits of the Company from time to time

for which mortgage / charges / hypothecation / pledge are to be created in the movable properties of the company and hence it is considered necessary to increase the limit upto Rs.500 Crores (Rupees Five Hundred Crores only).

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 7.

Your Board recommends the resolution set out in Item No. 7 for approval of the members as a Special Resolution.

By Order of the Board
For Vivo Bio Tech Limited

Place: Hyderabad
Date: 28th August, 2020

A.Karthik
Company Secretary
M.No. A44462