

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 34th Annual General Meeting of the Members of the Vivo Bio Tech Limited will be held on Tuesday, 28th day of September, 2021, at 3.30 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, 2021 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 2021 together with the reports of the Directors and Auditors thereon be and are hereby received, considered, approved and adopted."

Item No. 2 – To appoint Mr. K.T.V. Kaladhar (DIN: 08450361) as a Director liable to retire by rotation.

To appoint a Director in place of Mr. K.T.V. Kaladhar (DIN: 08450361) 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 an Ordinary resolution:

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. K.T.V. Kaladhar (DIN: 08450361) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3-Appointment of Dr. Shivanand Nayak Karopadi (DIN: 03523002) as a Non-Executive Director of the Company.

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 Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Dr. Shivanand Nayak Karopadi (DIN: 03523002), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 1st April, 2021 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, 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- Re-appointment of Mr. M. Kalyan Ram. (DIN 02012580), as Whole-time Director of the Company.

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 Section(s) 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modifications or reenactment thereof), the consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Kalyan Ram as a Whole-time Director (DIN: 02012580) of the Company for a further period of 5 years commencing from 29th July 2021 to 28th July, 2026 liable to retire by rotation on the following terms and conditions.

Salary:

Consolidated Salary – ₹75,000/- (Rupees Seventy Five Thousand)

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to vary, alter or modify the remuneration, terms and conditions, to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate, subject to the overall limits specified in the Companies Act, 2013 and as may be agreed to between the Board of Directors and Mr. M. Kalyan Ram.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary forms and returns with the Registrar of Companies in accordance with the provisions of the Companies Act, 2013 and to do all necessary acts and deeds as may be required for giving effect to the above resolution.”

Item No. 5- Increase of Authorised Share Capital of the Company form ₹16 Crore to ₹20 Crore.

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 Section 61, read with Section 64 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh Only) Equity Shares of ₹10/- (Rupees Ten only) each to ₹20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore Only) Equity shares of 10/- each ranking pari passu in all respects with the existing equity shares of the Company.

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and other Statutory authorities and to do all such Acts, Deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 6- Alteration of Memorandum of Association of the Company.

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 Section 13 read with Section 61 and 64 and any other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to replace the existing clause V of the Memorandum of Association of the Company with the following new clause V:

- V. The Authorized Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore Only) Equity shares of ₹10/- each (Rupees Ten only) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential qualified or special rights, privilege or conditions as may be determined by or In accordance with the articles of the company for the time being and to vary modify or abrogate such rights, privileges or conditions in such manner as be permitted by the Act or provided by the articles of the Company for the time being.

FURTHER RESOLVED THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and other Statutory authorities and to do all such Acts, Deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 7- Appointment of Mrs. Madhavi Latha Kompella as an Advisor for Strategy & Business Development.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in pursuance of the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder, including any statutory modifications(s) or re-enactment(s) thereof and other applicable provisions of law, if any, and such other consents and permissions, as may be required in this regard, the consent of members of the Company be and is hereby accorded for the appointment of Mrs. Madhavi Latha Kompella, as an “Advisor for Strategy & Business Development” for a term of five years commencing from 1st October, 2021 to 30th September, 2026, as approved by the Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with authority to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the remuneration/fee and benefits in such manner as may be agreed to between the Board of Directors and Mrs. Madhavi Latha Kompella.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be required/necessary to give effect to the above resolution.”

By order of the Board of Directors of
Vivo Bio Tech Limited

Sd/-

A. Karthik

Company Secretary
M.No.A44462

Date: 28th August, 2021
Place: Hyderabad

NOTES:

- In view of continuing Coronavirus (Covid-19) pandemic, social distancing norms to be followed, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 02/2021 dated 13th January, 2021 read with General circulars No's 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020, 14/2020 dated 8th April, 2020 and also SEBI Circular dated 12th May, 2020 and January 15, 2021 (collectively referred (hereinafter collectively referred to as "the Circulars"), permitted the Companies 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.
- 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.
- Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
- 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).
- 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 Vide MCA & SEBI Circulars 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. Aarthi 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.
- 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.
- 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.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 34th AGM has been uploaded on the website of the Company at www.vivobio.com and on the RTA website <http://aarthiconsultants.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.
- In compliance with MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020, 17/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 respectively (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 ("SEBI Circulars") 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, 2021 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).
- 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.
- The Register of Members/ Register of Beneficiaries and Share Transfer Books of the Company will remain closed from 22nd September, 2021 to 28th September, 2021 (both days inclusive) for the purpose of Annual General Meeting.

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

- i. The voting period begins on Friday, 24th September, 2021 (9:00 a.m.) and ends on Monday, 27th September, 2021 (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. Tuesday, 21st September, 2021 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. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

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

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

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

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

v. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. 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.
- xvi. Facility for Non – Individual Shareholders and Custodians – Remote Voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.gvinay@gmail.com and investors@vivobio.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 during the AGM.

- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 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 RTA email id info@arthiconsultants.com.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 022-23058542/43.

GENERAL INFORMATION:

- 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 2021-2022.
- Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at Arthi Consultants Private Limited (Unit: VIVO BIOTECH LIMITED), 1-2-285, Domalguda, Hyderabad - 500029, Telangana State, India, Email info@arthiconsultants.com.
- 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, 2021. Members seeking to inspect such documents can send an email to investors@vivobio.com.

- 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.
- 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.
- 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.
- 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.
- 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.
- 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. Tuesday, 21st September, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or info@arthiconsultants.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.
- 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 of Directors of
Vivo Bio Tech Limited

Sd/-

A. Karthik

Company Secretary
M.No.A44462

Date: 28th August, 2021
Place: Hyderabad

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	Mr. K.T.V. Kaladhar
Director Identification Number (DIN)	08450361
Date of Birth & Age	17/02/1973, 48 Years
Nationality	Indian
Qualifications	M.Com
Profile/Expertise in Specific Functional Areas	20 plus years of experience in Finance, Accounting, Audit & Taxations Fields across multiple industries. Worked with M/s. Vijaya Diagnostic Centre Pvt Ltd and was in-charge of the Fund Management and Statutory Compliances. Worked with Ratanam Dhaveji & Co, Chartered Accounts in the area of Internal & Statutory Audits.
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 in terms of Section 152(6) of the Companies Act, 2013.
Date of Appointment at current designation/ Date of first appointment on the Board	17/05/2019
Remuneration proposed to be paid	₹7,20,000 Per Annum
Number of Meeting of the Board attended during the financial year (2020-21).	5/5
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	Dr. Shivanand Nayak Karopadi
Director Identification Number (DIN)	03523002
Date of Birth & Age	08/08/1958, 63 Years
Nationality	Indian
Qualifications	MBBS, MD, DNB(Nephrology), FISN, FISOT, FASN (USA), FRCP (London)
Profile/Expertise in Specific Functional Areas	Dr. K.S Nayak is one of the pioneers of Peritoneal Dialysis (PD) internationally and Cadaver Kidney Transplantation and well known in the areas of Acute Kidney Injury (AKI), Chronic Kidney Disease Management, Critical Care Nephrology including CRRT, Liver Dialysis (MARS & FPSA; Prometheus: Largest series in India). He was responsible for the Country's first Simultaneous Heart and Kidney Transplantation (SHK). He is also an internationally acknowledged expert in Telemedicine in Dialysis, Reverse 'Medical' Innovation & Medical Tourism.
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)	Appointment
Terms and conditions of appointment / reappointment	As stated in the explanatory statement (Item no. 3) of this Notice.
Date of Appointment at current designation/ Date of first appointment on the Board	01/04/2021
Remuneration proposed to be paid	Sitting Fees

Number of Meeting of the Board attended during the financial year (2020-21).	Not Applicable (Appointed w.e.f. 1st April, 2021)
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	Mr. M. Kalyan Ram
Director Identification Number (DIN)	02012580
Date of Birth & Age	24/06/1978, 43 Years
Nationality	Indian
Qualifications	MBA
Profile/Expertise in Specific Functional Areas	He has 20 plus years of experience in the field of Accounting, finance and Administration.
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	As stated in the explanatory statement (Item no. 4) of this Notice.
Date of Appointment at current designation/ Date of first appointment on the Board	26/11/2009
Remuneration proposed to be paid	9,00,000 Per Annum
Number of Meeting of the Board attended during the financial year (2020-21).	5/5
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

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's. 3, 4, 5 6 and 7.

Item No: 3 Appointment of Dr. Shivanand Nayak Karopadi (DIN: 03523002) as a Non-Executive Director of the Company.

Pursuant to provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board") at its meeting held on 31st March, 2021, on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Dr. K.S. Nayak (DIN: 03523002) as an Additional Director (Non-Executive and Non-Independent) with effect from 1st April, 2021.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder, Dr. Shivanand Nayak Karopadi being an Additional Director, holds office up to the date of the 34th Annual General Meeting ("AGM").

Dr. Shivanand Nayak Karopadi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

A brief profile:

Dr. K.S. Nayak is one of the best Nephrologist in Hyderabad, India is a pioneer in the field of Peritoneal Dialysis (PD) internationally and Cadaver Kidney Transplantation and well known in the areas of Acute Kidney Injury (AKI), Chronic Kidney Disease Management, Critical Care Nephrology including CRRT, Liver Dialysis (MARS & FPSA; Prometheus: Largest series in India). He performed the first cadaver kidney transplant in the state of Andhra Pradesh in May 1996 – one

of the first in the country. He was responsible for the Country's first Simultaneous Heart and Kidney Transplantation (SHK). Dr Nayak has performed multiple sequential kidney and liver transplants. He is also an internationally acknowledged expert in Telemedicine in Dialysis, Reverse 'Medical' Innovation & Medical Tourism. As a member of various Task Forces & Committees, he has developed Best Practice Guidelines for CKD and Anaemia management. He is the Chief Co-ordinator of the Asia Pacific Chapter for ISPD and also a Past Councillor of ISPD. He has contributed extensively to International Journals such as KI, AJKD, JASN, NDT, Transplantation Proceedings, PDI, Nephrology, American Journal of Gastroenterology, Contributions to Nephrology, Harvard Business Review, etc. He has authored several invited editorials and book chapters and has delivered invited lectures all over the world, including the 'Ronco' meetings in Vicenza, Italy, International Society of Peritoneal Dialysis (ISPD), World Congress of Nephrology, Annual Dialysis Conference USA, International Society of Hemodialysis (ISHD), the prestigious Salzburg Global Seminar to name a few. The Harvard Business Review Magazine cited and applauded his work at Deccan Hospital and mentioned that it had world-class outcomes. He is Recipient of the "RAJEEV CHAKRA BHARATIYA AWARD" for pioneering contribution to Nephrology by the Indian Socio- Economic International Inc., Life Time Achievement Award – 2014 awarded by Peritoneal Dialysis Society of India (PDSI) and TANKER Award for the Country's best paper in 2014. He is the founder and Council member of the Indian Society of Peritoneal Dialysis PDSI. Dr. K.S. Nayak is a Consultant Doctor in Virinchi Hospital Banjarahills and his professional qualifications are MBBS, M.D. (General Medicine) and DNB etc.

Dr. K.S. Nayak does not hold any equity shares of the Company by himself or on beneficial basis for any other person as on date of this Notice and is not inter-se related to any Director or Key Managerial Personnel ("KMPs") of the Company. He does not have any material pecuniary relationships or transactions with the Company, its subsidiaries, or any of the Directors, which would have any potential conflict with the interests of the Company at large.

Dr. K.S. Nayak would be entitled for sitting fees for attending the Board and Committee Meetings.

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

The details of Dr K.S. Nayak as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in the Statement to this Notice.

Save and except for Dr K.S. Nayak, and his relatives to the extent of their shareholding interest, if any, in the Company none of the other 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.3 of the Notice.

The Board is of the view that Dr K.S. Nayak's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Item No: 4 Re-appointment of Mr. M. Kalyan Ram. (DIN 02012580), as Whole-time Director of the Company.

Mr. Kalyan Ram (DIN: 02012580) is the Director on the Board of the Company and another Key Managerial Personnel in your Company, providing right direction and leadership in all the governance functions of the Company.

The Board of Directors at its meeting held on 29th June, 2021, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. Kalyan Ram as Whole-time Director of the Company for a further period of five years commencing from 29th July, 2021.

The details of Mr. Kalyan Ram as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in the Statement to this Notice.

The terms and conditions of appointment of Mr. Kalyan Ram shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Save and except for Mr. Kalyan Ram, and his relatives to the extent of their shareholding interest, if any, in the Company none of the other 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.4 of the Notice.

The Board is of the view that Mr. Kalyan Ram's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Whole-time Director of the Company as set out in the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Item No: 5- Increase of Authorised Share Capital of the Company from ₹16 Crore to ₹20 Crore

The current Authorized Share Capital of your Company is ₹16,00,00,000 (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) equity shares of ₹10 (Rupees Ten only) each. The Board of Directors in its meeting held on 28th August, 2021 has proposed to increase the Authorized Share Capital to ₹20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of ₹10 (Rupee Ten only) each for the purpose of meeting all future fund raising requirements, if any, of the Company.

Pursuant to the provisions of Section 61, read with Section 64 and other applicable provisions, if any, of the Act the increase in Authorized Share Capital, require approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice.

The Board of Directors recommends the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

Item No. 6- Alteration of Memorandum of Association of the Company.

Consequent to the increase of existing Authorised Share Capital from ₹16 Crore to ₹20 Crore, the Clause V i.e. Capital Clause of the Memorandum of Association of the Company need to be altered, in

the Resolution set out at Item No. 6 of this Notice.

Pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013. Alteration of Capital Clause, require approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of this Notice.

The Board of Directors recommends the Ordinary Resolution at Item No.6 of the accompanying Notice for approval of the Members of the Company.

Item No. 7- Appointment of Mrs. Madhavi Latha Kompella as an Advisor for Strategy & Business Development.

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 ₹2.50 Lakh is subject to prior approval of the members.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee in their meeting held on 28th August, 2021 discussed the matter at length and owing to her deep business insight, relationships with global majors, the Company is keen on availing services of Mrs. Madhavi Latha Kompella to appoint as an Advisor for Strategy & Business Development of the Company for a period of five years commencing from 1st October, 2021, which is subject to the approval of the members.

Mrs. Madhavi Latha Kompella is one of the promoters of the Company and Spouse of Mr. Viswanath Kompella, who is presently an advisor of the Board.

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	Mrs. Madhavi Latha Kompella
b)	Name of the Director or Key Managerial Personnel who is related, if any:	None of the Director and KMP's are related to Mrs. Madhavi Latha Kompella, except Mr. Viswanath Kompella and their respective relatives, are in any way concerned or interested, financially or otherwise, in this Resolution except to the extent of their respective shareholding, if any, in the Company
c)	Nature of Relationship	Promoter and Spouse of Mr. Viswanath Kompella
d)	Nature, material terms, monetary value of the contract or arrangement:	<p>Mrs. Madhavi Latha Kompella's appointment as an "Advisor for Strategy & Business Development of the Company" shall be in the capacity of an Independent Consultant and not an agent or employee of the Company. The following are the responsibilities include, but are not limited to;</p> <ul style="list-style-type: none"> i) Streamline the Business development department and build a process to generate leads for the company. ii) Oversee the formation of business partnerships both nationally and internationally and negotiation of contracts. iii) Lead company's planning and execution of strategies to increase sales and company growth. <p>Material Terms: a) The appointment is subject to the approval of the members of the Company in the ensuing Annual General Meeting.</p> <p>b) 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 ₹1,80,00,000/- (Rupees One Crore Eighty Lakh 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 ₹15,00,000 (Rupees Fifteen Lakh Only) <p>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.</p>
e)	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 Tuesday, 28th September, 2021.

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.

The Board of Directors recommends the Special Resolution at Item No.7 of the accompanying Notice for approval of the Members of the Company.

By order of the Board of Directors of
Vivo Bio Tech Limited

Sd/-

A. Karthik

Company Secretary

M.No.A44462

Date: 28th August, 2021

Place: Hyderabad
