

## VIVO BIO TECH LIMITED

Registered Office: Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District,  
Hyderabad, Telangana – 502311

CIN: L65993TG1987PLC007163 Phone No: 040 23313288

Email: [investors@vivobio.com](mailto:investors@vivobio.com) Website: [www.vivobio.com](http://www.vivobio.com)

# NOTICE OF ANNUAL GENERAL MEETING

To the Members of  
**Vivo Bio Tech Limited**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of the Vivo Bio Tech Limited will be held on Wednesday the 28<sup>th</sup> day of September, 2022, at 03.00 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **Item No.1:**

**To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, the Report of the Auditors' thereon and the Report of the Board of Directors** and in this regard to consider and if deemed fit, to pass the following Resolution as an **"Ordinary Resolution"**:

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Directors and Auditors thereon placed before the 35<sup>th</sup> Annual General Meeting 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** and in this regard to consider and if deemed fit, to pass 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 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Sankaranarayanan Alangudi (DIN: 02703392), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### **Item No.3:**

**To appoint M/s. P. Murali & Co, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration,** and in this regard, to consider and, if deemed fit, to pass the following Resolution as an **"Ordinary Resolution"**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, *M/s. P.Murali & Co, Chartered Accountants, having registration No.007257S* be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 35<sup>th</sup> Annual General Meeting until the conclusion of the 40<sup>th</sup> Annual General Meeting for the financial year 2022-2023 up to 2026-2027, at such remuneration and out-of-pocket expenses and applicable taxes as may be decided by the Board of Directors of the Company".

### **SPECIAL BUSINESS:**

#### **Item No.4:**

**Shifting of Registered Office of the Company** and in this regard, to consider and, if deemed fit, to pass the following Resolution as a **"Special Resolution"**:

**“RESOLVED THAT** pursuant to the provisions of section 12 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the consent of the members be and is hereby accorded to shift the registered office of the Company from Survey Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District, Hyderabad, Telangana – 502311 to 03<sup>rd</sup> Floor, Ilyas Mohammed Khan Estate, # 8-2-672/ 5 & 6, Road No.1, Banjara Hills, Hyderabad, Telangana – 500034. with effect from September 28, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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  
For **Vivo Bio Tech Limited**

Place: Hyderabad  
Date: August 30, 2022

Corporate Identification Number (CIN)  
L65993TG1987PLC007163

**Jyotika Aasat**  
*Company Secretary*

**Registered Office:**

Survey # 349/A, Pregnapur Village, Gajwel,  
Siddipet District, Hyderabad, Telangana – 502311

Tel: 040 23313288

E-mail Id: [investors@vivobio.com](mailto:investors@vivobio.com)

Website: [www.vivobio.com](http://www.vivobio.com)

## NOTES:

1. Pursuant to the General Circular No. 2/2022 dated May 05, 2022 and 19/2021 dated December 08, 2021 read with Circular No. 02/2021 dated January 13, 2021 read with General circulars No's 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular /HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI Circular dated May 12, 2020 and January 15, 2021 issued by SEBI (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of members at a common venue. Hence, in compliance with the said Circulars, the AGM of the Company is being held through VC.
2. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
3. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. 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.
5. Corporate Members entitled to appoint authorized representatives are requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 ("the Act").
6. An Explanatory Statement under Section 102(1) of the Act is annexed hereto.
7. As required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking appointment or re-appointment at this AGM is annexed here to.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in notice will be available electronically for inspection by members during the Annual General Meeting (AGM). Members seeking to inspect such documents can send an email to [investors@vivobio.com](mailto:investors@vivobio.com).
9. 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, Statutory Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 35<sup>th</sup> AGM has been uploaded on the website of the Company at [www.vivobio.com](http://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](http://www.bseindia.com). The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. In compliance with MCA General Circular No. 2/2022 dated May 05, 2022 and 19/2021 dated December 08, 2021 read with Circular No. 02/2021 dated January 13, 2021 read with General circulars No's 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April, 08, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular /HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI Circular dated May 12, 2020 and January 15, 2021 issued by SEBI, 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 March 31, 2022 and Notice of 35<sup>th</sup> AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
12. **Updation of Email-Address:** 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 Aarthi Consultants Private Limited, the Company's Registrar and Share Transfer Agent (RTA) at [info@aarticonsultants.com](mailto:info@aarticonsultants.com). Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.

**Process for those Shareholders whose Email/Mobile No. are not registered with the Company/Depositories/RTA.**

- **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 at their email id - [info@aarthiconsultants.com](mailto:info@aarthiconsultants.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.
13. **Record Date:** The Register of Members and the Share Transfer Books of the Company will remain closed *from Thursday, September 22, 2022 to Wednesday, September 28, 2022 (both days inclusive)* for the purpose of 35<sup>th</sup> Annual General Meeting.
  14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to, Aarthi Consultants Private Limited, RTA for consolidation into a single folio.
  15. **Submission of PAN:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Aarthi Consultants Private Limited (RTA) at [investors@vivobio.com](mailto:investors@vivobio.com) or [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com) respectively. The forms for updating the same are available at [http://www.vivobio.com/kyc\\_Documents.php](http://www.vivobio.com/kyc_Documents.php). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
  16. **Share Transfer permitted only in Demat:** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contract the Depository Participant of their choice.
  17. **Nomination:** As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
  18. **E-Voting:** 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 Limited (RTA) 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 instructions for remote e-voting are available in serial number 23 of this notice.**
  19. **E-Voting Period:** Members holding shares either in physical or dematerialized form, as on *cut-off date, i.e. as on Wednesday, September 21, 2022*, may cast their votes electronically. The e-voting period commences *on Saturday, September 24, 2022 (9:00 a.m. IST) and ends on Tuesday, September 27, 2022 (5:00 p.m. IST)*. The e-voting module will be disabled by CDSL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on *Wednesday, September 21, 2022*. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
  20. **Voting at AGM:** The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. The instructions for remote e-voting are available *in serial number 24 of this notice.*
  21. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the *cut-off date, i.e. Wednesday, September 21, 2022*, may obtain the login ID and password by sending email to CDSL. 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. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. *Wednesday, September 21, 2022*, may follow steps mentioned in the Notice under '**Instructions for e-voting**'.
  22. **Scrutinizers Report:** Mr. G. Vinay Babu, Practicing Company Secretary, is appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.



The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and RTA, and will also be displayed on the Company's website, [www.vivobio.com](http://www.vivobio.com).

**23. Instructions for Remote E-Voting are as under:**

- i. The voting period begins on **Saturday, September 24, 2022 (9:00 a.m. IST) and ends on Tuesday, September 27, 2022 (5:00 p.m. IST)**. 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. Wednesday, September 21, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. In terms of the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021 the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021 and the General Circular No. 03/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs ("MCA Circulars"), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as **on Wednesday, September 21, 2022** (End of Day) being

the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the Evoting platform provided by CDSL.

- iii. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 09, 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.
- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

vi. Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>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.</p>

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

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

- ix. Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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 Physical shareholders and other than individual shareholders holding shares	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <VIVO BIO TECH LIMITED> on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- 13) 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.
  - 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - 16) 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.
- x. Additional Facility for Non – Individual Shareholders and Custodians – For Remote E-Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](mailto:cs.gvinay@gmail.com) with a copy marked to [investors@vivobio.com](mailto: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.
- 24. Instructions for Shareholders attending the AGM through VC/OAVM & E-Voting during Meeting are as under:**
- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as per the instructions mentioned above for Remote e-voting.
  - ii. 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.
  - iii. 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.
  - iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  - v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - vi. 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.
  - vii. **Speaker Registration:** 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](mailto: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](mailto:investors@vivobio.com). These queries will be replied to by the Company suitably by email.
  - viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  - ix. 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.
  - x. 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.
  - xi. 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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
  - xii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**25. General Information:**

- i. The Company's equity shares are Listed at - 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.
- ii. 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](mailto:info@arthiconsultants.com).
- iii. 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. September 28, 2022. Members seeking to inspect such documents can send an email to [investors@vivobio.com](mailto:investors@vivobio.com).
- iv. The Certificate from the Secretarial Auditor of the Company under SEBI (Share Based Employee Benefit) Regulations, 2014 as amended, will be available for inspection by the shareholders and is also available on the website of the Company at [www.vivobio.com](http://www.vivobio.com).

- v. 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.

By Order of the Board  
For **Vivo Bio Tech Limited**

Place: Hyderabad  
Date: August 30, 2022

**Jyotika Aasat**  
*Company Secretary*

Corporate Identification Number (CIN)  
L65993TG1987PLC007163

**Registered Office:**  
Survey # 349/A, Pregnapur Village, Gajwel,  
Siddipet District, Hyderabad, Telangana – 502311  
Tel: 040 23313288  
E-mail Id: [investors@vivobio.com](mailto:investors@vivobio.com)  
Website: [www.vivobio.com](http://www.vivobio.com)



## ANNEXURE - 1 TO THE NOTICE OF AGM

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the SEBI Regulations, 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 and 4.

#### **Item No. 3 - To appoint M/s. P. Murali & Co, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration:**

**M/s. P. Murali & Co**, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company for the first term of five consecutive years, who shall hold office from the conclusion of this 35<sup>th</sup> Annual General Meeting till the conclusion of the 40<sup>th</sup> Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

M/s. P. Murali & Co have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. P. Murali & Co, have confirmed that they are eligible for the proposed appointment under the Companies Act, 2013 read with rules made thereunder. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint M/s. P. Murali & Co, Chartered Accountants, having registration No.0072575, as the Statutory Auditors of the Company for the first term of five consecutive years, who shall hold office from the conclusion of this 35<sup>th</sup> AGM till the conclusion of the 40<sup>th</sup> AGM of the Company.

The Board of Directors has approved a remuneration of Rs. 88,500 for conducting the audit for the financial year 2021-22 to M/s. P. C N & Associates, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals.

The remuneration proposed to be paid to the M/s P Murali & Co, Statutory Auditors during their first term would be in line with the existing auditor's remuneration and shall be commensurate with the services to be rendered by them during the said tenure.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

**M/s. P. Murali & Co** (FRN:0072575), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1996. The firm has various branches in various cities in India. The Audit Firm has valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients.

M/s. P. Murali & Co. is a member of Public Company Accounting Oversight Board (PCOAB), which is a private sector, non-profit corporation created by the Sarbanes- Oxley Act, 2002 to oversee the audits of Public Companies in order to protect investors and to promote the investor protection.

M/s. P. Murali & Co. is a member of M/s. Kreston International Limited, which is a world- wide network of independent accountants and business advisers and it is organized in United Kingdom as a Company, limited by guarantee. At present, it has members in 104 countries. These members have more than 700 offices, over 21,000 professional staff.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

#### **Memorandum of Interest:**

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

#### **Item No. 4 - Shifting of Registered Office of the Company:**

The Board of Directors of the Company at their meeting held on August 30, 2022 has decided to shift the registered office of the Company from Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District, Hyderabad, Telangana – 502311 to 03<sup>rd</sup> Floor, Ilyas Mohammed Khan Estate, # 8-2-672/ 5 & 6, Road No.1, Banjara Hills, Hyderabad, Telangana – 500034 subject to the approval of the members.

Presently, the day-to-day management decisions of the Company and meetings of the Board of Directors are convened at the corporate office at 03<sup>rd</sup> Floor, Ilyas Mohammed Khan Estate, # 8-2-672/ 5 & 6, Road No.1, Banjara Hills, Hyderabad, Telangana – 500034. Further, majority of the governing statutory offices viz. Income Tax office, Goods and Service Tax (GST) office, Registrar of Companies (ROC) office etc. and the Lending Banks of the Company are domiciled in the Hyderabad district of Telangana. The management and legal and compliance department teams have expressed their difficulty in commuting, attending and coordinating with the statutory authorities, banks and administrative department of the Company at Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District, Hyderabad, Telangana – 502311, where the Registered Office of the Company is situated.

Considering the interest of the management, administrative staff and the Shareholders and after a cost benefit analysis, the Board has proposed to shift the registered office of the Company from Survey # 349/A, Pregnapur Village, Gajwel, Siddipet District, Hyderabad, Telangana – 502311 to 03<sup>rd</sup> Floor, Ilyas Mohammed Khan Estate, # 8-2-672/ 5 & 6, Road No.1, Banjara Hills, Hyderabad, Telangana – 500034.

The shifting of the Registered Office of the Company will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per the provisions of section 12 and 13 of the Companies Act, 2013, a special resolution is required to be passed if the registered office of the Company is shifted outside the local limits of any city, town or village but within the state.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of a Special Resolution.

**Memorandum of Interest:**

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

By Order of the Board  
For **Vivo Bio Tech Limited**

Place: Hyderabad  
Date: August 30, 2022

**Jyotika Aasat**  
*Company Secretary*

Corporate Identification Number (CIN)  
L65993TG1987PLC007163

**Registered Office:**  
Survey # 349/A, Pregnapur Village, Gajwel,  
Siddipet District, Hyderabad, Telangana – 502311  
Tel: 040 23313288  
E-mail Id: [investors@vivobio.com](mailto:investors@vivobio.com)  
Website: [www.vivobio.com](http://www.vivobio.com)

## ANNEXURE – 2 TO NOTICE OF AGM

**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. Sankaranarayanan Alangudi
Director Identification Number (DIN)	02703392
Date of Birth & Age	05/06/1943, 79 Years
Nationality	Indian
Qualifications	Ph.D., M. Pharm
Profile/Expertise in Specific Functional Areas	Dr. Sankaranarayanan is a discovery biologist and scientist with more than 40 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 and blend of scientific and management experience.  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 in terms of Section 152(6) of the Companies Act, 2013.
Date of Appointment at current designation/ Date of first appointment on the Board	*06/01/2022
Remuneration proposed to be paid	Rs. 1,00,000/- per month
Number of Meeting of the Board attended during the financial year (2021-22)	8/8
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

\*The Shareholders of the Company through Postal Ballot have approved the appointment of Dr. Sankaranarayanan Alangudi, DIN: 02703392 as Whole Time Director designated as CEO & President for a period of 5 years commencing from January 06, 2022 to January 05, 2027.

Prior to January 06, 2022, Dr. Sankaranarayanan Alangudi was serving as a Non-Executive Director on the Board of the Company.

By Order of the Board  
For **Vivo Bio Tech Limited**

Place: Hyderabad  
Date: August 30, 2022

Corporate Identification Number (CIN)  
L65993TG1987PLC007163

**Jyotika Aasat**  
*Company Secretary*

**Registered Office:**  
Survey # 349/A, Pregnapur Village, Gajwel,  
Siddipet District, Hyderabad, Telangana – 502311  
Tel: 040 23313288  
E-mail Id: [investors@vivobio.com](mailto:investors@vivobio.com)  
Website: [www.vivobio.com](http://www.vivobio.com)