

VIVO BIO TECH LIMITED

Regd Office: 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road No.1,
Banjara Hills, Hyderabad- 500034, Telangana.
Tele: 040-23313288, Website: www.vivobio.com, Email: investors@vivobio.com,
CIN: L65993TG1987PLC007163

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 8 th December, 2021 at 9.00 AM (IST)	Thursday, 6 th January, 2022 at 5.00 PM (IST)

Notice is hereby given pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 14/2020 dated April 8, 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 and the General Circular No. 10/2021 dated June 23, 2021 issued by Ministry of Corporate Affairs ("MCA Circulars"), read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the Members of the Company through postal ballot by remote e-voting process only ("E-Voting").

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.



SPECIAL BUSINESS

1. Appointment of Dr. Sankaranarayanan Alangudi (DIN: 02703392) as Whole Time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V thereto, the consent of the Members of the Company be and is hereby accorded for appointment of Dr. Sankaranarayanan Alangudi (DIN: 02703392) as the Whole Time Director, designated as CEO & President of the Company for a period of 5 years i.e., from 6th January, 2022 to 5th January, 2027 on the following terms and conditions:

A. Remuneration

- (i) Salary: Rs.1,00,000/- (Rupees One Lakh Only)Per Month.

The Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to take such steps and do other acts, deeds, matters and things as they may deem fit and appropriate and give such directions/instructions as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto."



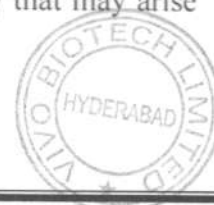
2. Appointment of Mr. K. Sri Kalyan (DIN: 03137506) as Whole Time Director.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. K. Sri Kalyan (DIN: 03137506), who was appointed as an Additional Director of the Company with effect from 3rd November, 2021 and who holds office up to the date of the ensuing Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

FURHTER RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members be and is hereby accorded for the appointment of Mr. K. Sri Kalyan (DIN: 03137506), as a Whole-Time Director of the Company for a term of five years effective from 3rd November, 2021 on a consolidated monthly salary of Rs. 75,000/- (Rupees Seventy Five Thousand Only) which have been approved and recommended by the Nomination and Remuneration Committee and the Board of Directors, with liberty and power to the Board of Directors (‘the Board’ which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment as it may deem fit;

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient for or in connection with this resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company.”



3. **Shifting of Registered Office from 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road no.1, Banjara Hills Hyderabad to Survey # 349/A, Pregnapur Village, Gajwel - 502311, Siddipet District, Telangana, India.**

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

“RESOLVED THAT pursuant to the provisions of 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 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road No.1, Banjara Hills Hyderabad to Survey # 349/A, Pregnapur Village, Gajwel - 502311, Siddipet District, Telangana with effect from 6th January, 2022.

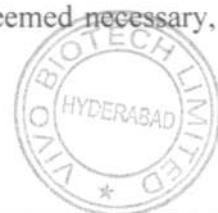
FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be required/necessary to give effect to the above resolution.”

4. **To approve the revision in remuneration of Mr. Viswanath Kompella, advisor.**

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

“RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and pursuant to Sections 179,184,188 of the Companies Act 2013 (“Act”) and Rules made thereunder (including any statutory modifications and re-enactments made thereof from time to time), consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Viswanath Kompella, advisor from the financial year 2021-22 onwards for the remaining tenure:

FURTHER RESOLVED THAT the Board of Directors of the Company, be and are hereby severally authorized to perform and execute all such acts deeds and things as may be necessary including delegating such authority, as may be deemed necessary,



proper or expedient to give effect to this resolution and for matters connected herewith or incidental hereto.”

5. To approve the sale of Company Land to M/s. Vivobio Discovery Services Private Limited or such other company.

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

“RESOLVED THAT pursuant to the provisions of Sections 180(1)(a) and 188 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions if any, of Companies Act, 2013(including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Memorandum and Articles of Association of the Company and subject to compliance of all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned/statutory authorities, bankers and subject to such other terms and conditions as may be imposed by them, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to “the Board” which term shall be deemed to include any duly constituted Committee thereof) to sell, transfer or otherwise dispose of the Company’s non-agricultural land admeasuring 11.00 Acres 35 Guntas situated at SY No. 103 & 104 of Lakshmakapally village, mulugu mandal, siddipet district, telangana to M/s. Vivobio Discovery Services Private Limited (Wholly Owned Subsidiary) or such other Company as may decided by the Board, in such manner/arrangements, for consideration of an amount not less than Rs.13 Crores (Rupees Thirteen Crores Only), as the Board may consider appropriate, on such terms and conditions and with effect from such date as may be decided by the Board.

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



By order of the Board
For Vivo Bio Tech Limited

Place: Hyderabad
Date: 2nd December, 2021



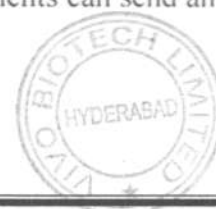
A. Karthik
A.Karthik
Company Secretary
M.No: A44462

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of Special Business of the Company is appended and forms part of the Notice.
2. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on Friday, 3rd December, 2021 (Cut-off date). Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
3. As per the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose E-Mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.vivobio.com>, website of Stock Exchange i.e., BSE Limited at www.bseindia.com, and on the website of Central Depository Services India Limited at <https://www.evotingindia.com/>.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad - 500029, Telangana State, India i.e., at info@arthiconsultants.com.
5. As per the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders. Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 3rd December, 2021 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per one Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 3rd December, 2021. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.



8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility provided by Central Depository Services India Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "Instructions for E-Voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process from 9:00 AM (IST) on Wednesday, 8th December, 2021 to 5:00 PM (IST) on Thursday, 6th January, 2022 to be eligible for being considered, failing which it will be considered that no response has been received from the shareholder.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Saturday, 8th January, 2022 and will also be displayed on the website of the Company at <https://www.vivobio.com> besides being communicated to the Stock Exchange.
11. The resolutions, if passed with the requisite majority, shall be deemed to have been passed on Thursday, 6th January, 2022 i.e., the last date specified for receipt of votes through the e-voting process.
12. The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the resolution has been carried or not, along with the Scrutinizer's report will be displayed for at least three days on the notice board of the Company at the registered office of the Company and on the website of the Company.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically. Members seeking to inspect such documents can send an email to investors@vivobio.com.



14. The Board of Directors have appointed Mr. G. Vinay Babu, Practising Company Secretary (Membership No. 20592 and CP No. 20707) as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

15. The instructions for E-Voting:

- a) In view of the threat of Covid-19, the Company is unable to get the Postal Ballot Notice and Form printed and dispatched. The approval of Members is being sought through Remote E-voting only.
- b) You are requested to carefully read the instructions before exercising the vote and complete the E-voting between 9:00 AM (IST) on Wednesday, 8th December, 2021 to 5.00 PM (IST) on Thursday, 6th January, 2022.
- c) The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for Evoting. He/ She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.
- d) Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs need to send an email to info@arthiconsultants.com along with supporting documents and they would get an email with the link to participate in Remote E-voting.
- e) Voting through electronic means

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 8, 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 and the General Circular No. 10/2021 dated June 23, 2021



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 Friday, 3rd December, 2021 (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.

- f) The voting period begins on 9.00 AM (IST) Wednesday, 8th December, 2021 and ends on 5.00 PM (IST) Thursday, 6th January, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 3rd December, 2021 the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- g) 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.
- h) 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 **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 CDSL	<ol style="list-style-type: none"> 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. 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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>



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.

i) 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.
- 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 Physical shareholders and other than individual shareholders holding shares in Demat.
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">• 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.
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">• 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.

- 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 <Company Name> 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.
- j) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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 with a copy marked to 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.



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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA email id info@arthiconsultants.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. 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 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.

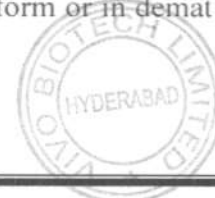
All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

General Instructions

- i) In case Members of the Company have not registered their e-mail address:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circular mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting http://www.arthiconsultants.com/investor_services/ Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to info@arthiconsultants.com.

- ii) The Remote E-voting period commences from 9.00 AM (IST) on Wednesday, 8th December, 2021 and ends at 5.00 PM (IST) on Thursday, 6th January, 2022. During this period, the members of the Company, holding shares either in physical form or in demat



form, as on the cut-off date i.e., Friday, 3rd December, 2021 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- iii) The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith submit to the Chairman of the Company.
- iv) Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e., on Thursday, 6th January, 2022. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.vivobio.com> and also on the notice board placed at the Registered Office of the Company and on the website of CDSL.
- v) Mr. A. Karthik, Company Secretary, Vivo Bio Tech Limited, Regd. Off. 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road No.1, Banjara Hills, Hyderabad - 500034, Telangana State, India, Email: investors@vivobio.com, Phone No. 040-23313288 is responsible to address the grievances connected with the E-voting and Postal Ballot.
- vi) To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with the Company RTA i.e. Aarthi Consultants Private Limited on http://www.aarthiconsultants.com/investor_services.
- vii) Members holding shares either in demat or physical mode who are in receipt of Notice and entitled to vote, may cast their votes through e-voting.

By order of the Board
For Vivo Bio Tech Limited

Place: Hyderabad
Date: 2nd December, 2021



A. Karthik
A. Karthik
Company Secretary
M.No: A44462

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

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 1 to 5.

Item No. 1

Dr. Sankaranarayanan Alangudi (78 years) is presently serving as a Non-Executive Director of the Company. The Nomination and Remuneration Committee at their Meeting held on 2nd December, 2021 and the Board of Directors at their Meeting held on 2nd December, 2021 have decided to appoint Dr. Sankaranarayanan Alangudi (DIN: 02703392) as Whole Time Director designated as CEO & President for a period of 5 years i.e., from 6th January, 2022 to 5th January, 2027. The appointment of Dr. Sankaranarayanan Alangudi as Whole Time Director of the Company is subject to the approval of shareholders by passing Special Resolution through Postal Ballot.

A brief justification for appointment of Dr. Sankaranarayanan Alangudi as Whole Time Director of the Company with effect from 6th January, 2022 is as under:

- Considering his long association with the Company and the pivotal role being played by him for bringing the Company to the level where it stands today.
- He has played significant role and also provided guidance in the growth and development of the Company.
- Looking into his knowledge of various aspects relating to the Company's affairs and business experience, it is thought appropriate and prudent to appoint him as Whole Time Director of the Company.

Additional information in respect of Dr. Sankaranarayanan Alangudi pursuant to SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings is appended to the Notice.

The Resolution set out at Item No. 1 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 2(51), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Dr. Sankaranarayanan Alangudi as the Whole Time Director of the Company.

The terms of appointment of Dr. Sankaranarayanan Alangudi and remuneration payable to him are as set out in Item No. 1 of the Notice.



The Letter of appointment of Dr. Sankaranarayanan Alangudi setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to investor@vivobio.com.

Brief Profile of Dr. Sankaranarayanan Alangudi

Dr. Sankaranarayanan Alangudi (78 years) is presently serving as a Non Executive, Non-Independent Director on the Board. He is a discovery biologist 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. He is an accomplished innovator with more than 30 patents in the field of cardiovascular and endocrine specialties. Further his scientific contributions have resulted in over 70 international publications including PNAS. He has also mentored and guided about 20 research theses he has presented his research findings in about 80 scientific conferences. Prior to joining Vivo Bio Tech, he was associated with various premier companies and academic institutions, which include - Torrent Pharma, GVK Biosciences, Postgraduate Medical Institute (PGI), Chandigarh and, BITS, etc.

Currently he is also on the Board of Vivobio Labs Private Limited, Vivobio Discovery Services Private Limited and Chronometrik Exports Private Limited.

He is not holding any equity shares of the Company and he is not related to any Director, Manager and other Key Managerial Personnel of the Company.

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

Dr. Sankaranarayanan Alangudi is not debarred from holding the office of Managing Director by virtue of any Order of SEBI or any other Authority.

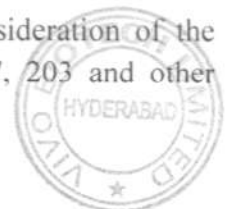
Your Directors recommend the Special Resolution for your approval.

Item No. 2

The Board of Directors of the Company at their meeting held on 2nd November, 2021 on the recommendation of Nomination & Remuneration Committee appointed Mr. K. Sri Kalyan (DIN: 03137506) as an Additional Director in the category of Executive Director designated as Whole Time Director for a period of 5 years Commencing from 3rd November, 2021 to 2nd November, 2026. The appointment of Mr. K. Sri Kalyan as Whole Time Director of the Company is subject to the approval of shareholders by passing Ordinary Resolution through Postal Ballot.

Additional information in respect of Mr. K. Sri Kalyan pursuant to SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings is appended to the Notice.

The Resolution set out at Item No. 2 of the notice is put forth for consideration of the members as an Ordinary Resolution pursuant to Section 2(51), 196, 197, 203 and other



applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Mr. K. Sri Kalyan as the Whole Time Director of the Company.

The terms of appointment of Mr. K. Sri Kalyan and remuneration payable to him are as set out in Item No. 2 of the Notice.

The Letter of appointment of Mr. K. Sri Kalyan setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to investor@vivobio.com.

Brief Profile of Mr. K. Sri Kalyan

Mr. K. Sri Kalyan (42 years) is presently serving as an Additional Director & CFO of the Company. He is a Post Graduate from prestigious SP Jain Center of Management brings in a total of 20 years of rich and diverse experience to the board. He started his career with Tecumseh Products Company and worked on launching various new products in Indian market. Subsequently, he worked in Virinchi Health care in Projects & Operations division for their flag ship multi-specialty 600 bed hospital. He brings to Vivo Bio, rich and diverse experience cutting across Manufacturing, Statistical Quality Control, Project & Operations Management, Bio Tech - Test Facility Management of Health Care.

Currently he is on the Board of one Listed Company i.e. Virinchi Ltd.

He is not holding any equity shares of the Company and he is not related to any Director, Manager and other Key Managerial Personnel of the Company.

Except Mr. K. Sri Kalyan, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Mr. K. Sri Kalyan is not debarred from holding the office of Managing Director by virtue of any Order of SEBI or any other Authority.

Your Directors recommend the Ordinary Resolution for your approval.

Item No. 3

The Board of Directors of the Company at their meeting held on 2nd December, 2021 has decided to shift the registered office of the Company from 8-2-672 / 5 & 6, 3rd Floor, Ilyas Mohammed Khan Estate, Road 1, Banjara Hills, Hyderabad-500034, Telangana TO Survey # 349/A, Pregnapur Village, Gajwel - 502311, Siddipet District, Telangana, subject to the approval of the members.



The Board is further of the view that the proposed shifting of the registered office would improve the access the resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudently that the operations of the company can be better managed if the registered office of the company is shifted from 8-2-672 / 5 & 6, 3rd Floor, Ilyas Mohammed Khan Estate, Road 1, Banjara Hills, Hyderabad-500034, Telangana to Survey # 349/A, Pregnapur Village, Gajwel - 502311, Siddipet District, Telangana and has therefore propose to shift the registered office of the Company.

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.

Further, 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.

Pursuant to applicable provisions of the Companies Act, 2013, none of the directors and / or Key Managerial Person of the company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Your Directors recommends the resolution set out at item no. 3 of the Notice for the approval of the members as a Special Resolution.

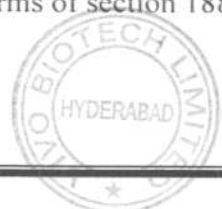
Item No. 4

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

Mr. Viswanath Kompella is the promoter of the Company was appointed as an Advisor to the Board, who is an officer holding place of profit in the company under section 188 (1) (f) of the Companies Act, 2013 read with rules made thereunder at a fee/salary of Rs.2,50,000/ (Rupees Two Lakhs Fifty Thousand Only) per month for a period of five years from the financial year 2019-20 onwards respectively and a resolutions to this effect was passed by the Audit Committee and Board of Directors in its meetings held on 12th February, 2019. The said appointment was within the limits of the Board of Directors and doesn't require the prior approval of the members.

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

The Nomination & Remuneration Committee and Audit Committee has recommended and approved the proposal for revision in fee/remuneration paid to Mr. Viswanath Kompella, Promoter, as an Advisor to the Board of the Directors of the Company in terms of section 188



(1) (f) of the Companies Act, 2013 appointment to any office or place of profit in the Company. The Board of Directors in its meetings held on 28th August, 2020 discussed and approved the Increase of fees/remuneration from 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month to Rs.10,00,000/- (Rupees Ten Lakhs Only) per month with effect from 1st September, 2020 for the remaining tenure of 3 years and 7 months, and the same was approved by the members of the Company in the 33rd Annual General Meeting of the Company by passing special resolution.

Further on the request of Mr. Viswanath Kompella for the revision in fees/remuneration paid to him for acting as an advisor and guide the Company in future course of action, the Nomination & Remuneration Committee and Audit Committee has recommended and approved the proposal for revision in fee/remuneration paid to Mr. Viswanath Kompella, Promoter, as an Advisor to the Board of the Directors of the Company in terms of section 188 (1) (f) of the Companies Act, 2013 appointment to any office or place of profit in the Company. The Board of Directors in its meetings held on 2nd December, 2021 discussed and approved the Increase of fees/remuneration and he is eligible for a sales incentive of 2% on the consolidated turnover achieved by the company from the financial year 2021-22 onwards for the remaining tenure and all other terms of remuneration remains same as approved by the members in the 33rd Annual General Meeting held on 28th September, 2020.

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

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

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

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



	<p>Mr. Viswanath Kompella' S appointment as "Advisor" shall be in the capacity of an Independent Consultant and not an agent or employee of the Company. Mr. Viswanath Kompella shall advise/ suggest the Board/Company Management on:</p> <ul style="list-style-type: none"> a) Matters of Corporate Strategy, new business opportunities. b) Be the sounding board for the Company on Company policies/initiatives c) Representing and/or creating strong linkages for the Company on various trade and industry bodies, Govt and semi Govt. organizations and other to promote Company's business. d) Building the Company's image and brand equity. e) Advice the Company's Board in any other areas that the Board/ Company Management may seek from time to time. <p>Material Terms:</p> <p>The revision in fees/ remuneration and appointment, if approved by members, shall be effective from the financial year 2021-22 onwards for remaining tenure.</p> <p>Monetary Terms:</p> <p>All the monetary terms fixed in the earlier resolution will remain same except that he will be further eligible for a sales incentive of 2% on the consolidated turnover achieved by the company.</p>		
e)	<table border="1"> <tr> <td data-bbox="303 1075 845 1314">Any other information relevant or important for the members to take a decision on the proposed resolution</td><td data-bbox="845 1075 1439 1314">As required under the SEBI (LODR) Regulations, 2015, all persons belonging to promoters and persons acting in concert with promoters are termed as Related Parties and therefore, shall abstain from voting on the resolution.</td></tr> </table>	Any other information relevant or important for the members to take a decision on the proposed resolution	As required under the SEBI (LODR) Regulations, 2015, all persons belonging to promoters and persons acting in concert with promoters are termed as Related Parties and therefore, shall abstain from voting on the resolution.
Any other information relevant or important for the members to take a decision on the proposed resolution	As required under the SEBI (LODR) Regulations, 2015, all persons belonging to promoters and persons acting in concert with promoters are termed as Related Parties and therefore, shall abstain from voting on the resolution.		

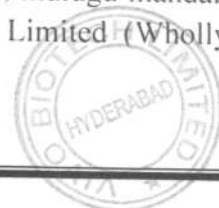
The revised Letter of appointment of Mr. Viswanath Kompella setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to investor@vivobio.com.

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

Your Directors recommends the resolution set out at item no. 4 of the Notice for the approval of the members as a Special Resolution.

Item No.5

The Audit Committee and Board of Directors of the Company at their meetings held on 2nd December, 2021 has decided and approved "subject to the approval of Shareholders and such other approvals as may be required", the sale of non-agricultural land admeasuring 11.00 Acres 35 Guntas situated at SY No. 103 & 104 of Lakshmakapally village, mulugu mandal, siddipet district, telangana to M/s. Vivobio Discovery Services Private Limited (Wholly



Owned Subsidiary) or such other Company as decided by the Board, in such manner/arrangements, for consideration of an amount not less than Rs.13 Crores (Rupees Thirteen Crores Only), as the Board may consider appropriate, on such terms and conditions and with effect from such date as may be decided by the Board.

Pursuant to applicable provisions of the Companies Act, 2013, none of the directors and / or Key Managerial Person of the company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Your Directors recommends the resolution set out at item no. 5 of the Notice for the approval of the members as a Special Resolution.

By order of the Board
For Vivo Bio Tech Limited



A. Karthik

Place: Hyderabad
Date: 2nd December, 2021

A.Karthik
Company Secretary
M.No: A44462

Details of Directors seeking Appointment in the Notice of Postal Ballot dated 2nd December, 2021 is as follows:

S.No	Particulars	Dr. A. Sankaranarayanan	K. Sri Kalyan
1	DIN	02703392	03137506
2	Date of Birth & Age	05/06/1943, 78 Years	17/08/1979, 42 Years
3	Qualification	Ph.D., M. Pharm	B.E, MBA
4	Experience and expertise in specific functional areas	More than 40 years of experience in Pharmaceutical R&D	More than 20 years diverse experience cutting across Manufacturing, Statistical Quality Control, Project & Operations Management, Bio Tech - Test Facility Management of Health Care
5	Brief Resume	Resume is given in the Explanatory Statement forming part of Notice.	Resume is given in the Explanatory Statement forming part of Notice.
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to Directors, Manager and other Key Managerial Personnel of the Company.	Not related to Directors, Manager and other Key Managerial Personnel of the Company.
7	Nature of appointment (appointment / re-appointment)	Appointment as Whole Time Director of the Company.	Appointment as Whole Time Director of the Company.
8	Terms and Conditions of appointment / re-appointment	Appointment as Whole Time Director of the Company for a period of 5 years commencing from 6 th January, 2022 and on such conditions as specified in the Item no. 1 of the Notice.	Appointment as Whole Time Director of the Company for a period of 5 years commencing from 3 rd November, 2021 and on such conditions as specified in the Item no. 2 of the Notice.
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs. 50,000 was paid as Sitting Fees during the financial year ended 31 st March, 2021 & Proposed to Pay consolidated salary of Rs.1,00,000/- (One lakh) per month.	Proposed to Pay consolidated salary of Rs.75,000/- (Seventy Five Thousand) per month.
10	Date of first appointment on the Board	31 st July, 2009	3 rd November, 2021
11	Shareholding in the Company	Nil	Nil
12	The number of Meetings of the Board attended during the year	6 out of 6	1 out of 1



13	Directorship Details of the Board	1. Vivo Bio Tech Limited. 2. Vivobio Labs Private Limited. 3. Vivobio Discovery Services Private Limited. 4. Chronometrik Exports Private Limited.	1. Vivo Bio Tech Limited. 2. Virinchi Limited. 3. Tyohar Foods Private Limited. 4. Virinchi Infra and Realty Private Limited. 5. Shri Shri Resorts Private Limited. 6. Virinchi Learning Private Limited. 7. Qfund Technologies Private Limited. 8. Virinchi Combinatorics and Systemsbiology Private Limited. 9. Virinchi Health Care Private Limited. 10. V23 Medical Solutions Private Limited. 11. Virinchi Capital Private Limited.
14	Membership/ Chairmanship of Committees of other Boards	Nil	He is a member of Audit Committee, Stakeholders Relationship Committee and CSR Committee of Virinchi Ltd.

By order of the Board
For Vivo Bio Tech Limited



Place: Hyderabad
Date: 2nd December, 2021

A. Karthik

A. Karthik
Company Secretary
M.No: A44462