

June 19, 2024

To,
The Manager,
Dept. of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001.

Dear Sir/Madam,

Subject : Notice of Postal Ballot

Reference : Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code : 511509

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot & E -Voting, together with the Explanatory Statement thereto, seeking approval of the Members of the Company by way of ordinary resolution through the Postal Ballot process for Appointment of Mr. Viswanath Kompella, promoter, as an advisor of the company.

The aforementioned Notice is being sent by electronic mode today i.e., June 19, 2024, to all the Members, who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agents of the Company viz., Aarthi Consultants Private Limited and whose names appear in the Register of Members / list of Beneficial Owners as on Friday, June 14, 2024.

The Notice of Postal Ballot & E -Voting is also available on the website of the Company viz., www.vivobio.com.

The remote e-voting will commence on Friday, June 21, 2024 at 9.00 a.m. (IST) and end on Saturday, July 20, 2024 at 5.00 p.m. (IST), and the result thereof will be declared on or before Monday, July 22, 2024.

This is for your information and records.

Thanking you,

Yours faithfully,

For Vivo Bio Tech Limited

Vaishnavi Kiran Ayinampudi
Company Secretary

Encl. as above

VIVO BIO TECH LIMITED

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

Tele: 040-23313288, Website: www.vivobio.com, Email: investors@vivobio.com,

CIN: L65993TG1987PLC007163

NOTICE OF POSTAL BALLOT & E-VOTING

(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)

To

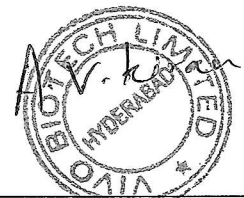
The Members

Vivo Bio Tech Limited

Dear Member(s),

VOTING STARTS ON	VOTING ENDS ON
Friday, June 21, 2024 at 9.00 a.m. (IST)	Saturday, July 20, 2024 at 5.00 p.m. (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, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No. 03/2022 dated May 5, 2022, the General Circular No. 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 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 by means of Postal Ballot, only by way of remote electronic voting process("e-voting").



Pursuant to the MCA Circulars and other applicable laws and regulations, this Postal Ballot Notice is being sent in electronic form only to those Members whose e-mail address is registered with the Depositories/Company/Registrar and Share Transfer Agent (RTA) i.e., Aarthi Consultants Private Limited ("Aarthi Consultants"). The Company has engaged the services of Central Depository Services India Limited ("CDSL") for providing e-voting to all its members. As the Members are required to cast their votes electronically only, they are requested to read the instructions carefully, as provided in Note No. 12 in the Postal Ballot Notice.

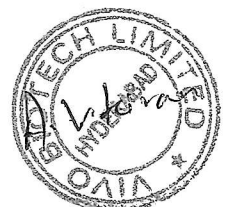
The remote e-voting window shall remain open from 9:00 a.m. (IST) on Friday, June 21, 2024, till 05:00 p.m. (IST) on Saturday, July 20, 2024, and the remote e-voting shall be disabled thereafter and shall not be allowed beyond the aforesaid date and time. Members are requested to cast their votes on or before the aforesaid date and time to consider the votes as valid.

The Board of Directors of the Company, at their meeting held on Monday, May 20, 2024, approved related party transaction, for availing of advisory services from Mr. Viswanath Kompella, Promoter, subject to the approval of the Members of the Company by way of Special Resolution.

As required pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, the Explanatory Statement, setting out the material facts concerning the proposed Special Resolutions, is annexed hereto.

The Board of Directors has appointed Mr. G. Vinay Babu, Practicing Company Secretary (Membership No. A20592 and Certificate of Practice No. 20707), as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him after completion of scrutiny of the votes. The results of voting conducted through postal ballot (remote e-voting process only) will be announced by the Chairperson or any person authorized by chairperson on or before Monday, July 22, 2024. The results of the voting along with the Scrutinizer's Report will be made available on the Company's website i.e. www.vivobio.com the website of Aarthi Consultants Private Limited (RTA), at www.aarthiconsultants.com and also communicated to BSE Limited ("BSE"), where the Company's equity shares are listed and be available on it's websites, i.e., www.bseindia.com



PROPOSED RESOLUTION'S:

SPECIAL BUSINESS

Item No. 1:

Appointment of Mr. Viswanath Kompella, promoter, as an advisor:

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

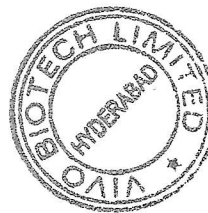
“RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and pursuant to Sections 179, 184, 188 of the Companies Act, 2013 (“Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Viswanath Kompella, Promoter, as an advisor to the Board of Directors with effect from May 20, 2024 at remuneration consisting fixed pay of Rs. 10,00,000/- (Rupees Ten Lakh only) per month and variable pay of 1.50% on consolidated turnover of the Company, including such allowances and benefits to be paid by the Company as per the policies of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of the Audit Committee be and are hereby authorized to revise the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Viswanath Kompella without any requirement of further approval of the members of the Company in General Meeting.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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

**Place: Hyderabad
Date: June 18, 2024**



A.V. Kiran
**A V Kiran
Company Secretary
M.No: A60906**

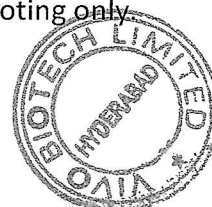
NOTES:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Act, Secretarial Standards-2 (SS-2) and Listing Regulations stating all material facts and the reasons for the proposed Resolution above, is annexed herewith for your consideration.
2. Pursuant to the guidelines and clarifications issued by Ministry of Corporate Affairs vide 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, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No. 03/2022 dated May 5, 2022, the General Circular No. 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA Circulars"), Companies are allowed to conduct postal ballot by sending notice in electronic form only. Accordingly, physical copy of postal ballot notice, postal ballot form, and pre-paid business reply envelope will not be sent to the Members for this postal ballot. The communication of assent or dissent of the Members would take place through the process of remote e-voting only.
3. In compliance with the aforesaid circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members whose names appear in the Register of Members/ Record of Depositories as on **Friday, June 14, 2024** (Cut-off date) and whose E-mail addresses are registered with the Depositories/Company/Aarthi Consultants. The Postal Ballot Notice is also made available on the Company's website at www.vivobio.com and on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited - www.bseindia.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. 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, June 14, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.



A.V. Kiran

6. 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 CDSL. The instructions for e-voting are provided in Note No. 12 of this Postal Ballot Notice.
7. 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 a.m. (IST) on Friday, June 21, 2024, till 05:00 p.m. (IST) on Saturday, July 20, 2024, to be eligible for being considered, failing which it will be considered that no response has been received from the shareholder.
8. 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 Monday, July 22, 2024 and will also be displayed on the website of the Company at www.vivobio.com besides being communicated to the Stock Exchange.
9. The Resolution proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on Saturday, July 20, 2024, the last date specified for receipt of votes through the e-voting process and as if they have been passed at a General Meeting of the Members of the Company.
10. 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.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to Investors@vivobio.com.
12. **The instructions for E-Voting:**
 - a) Company is not getting the Postal Ballot Notice and Form printed and dispatched. The approval of Members is being sought through Remote E-voting only.

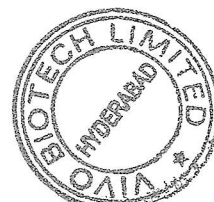


A.V. Kumar

- b) You are requested to carefully read the instructions before exercising the vote and complete the E-voting between 9:00 a.m. (IST) on Friday, June 21, 2024, till 05:00 p.m. (IST) on Saturday, July 20, 2024.
- 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@aarthiconsultants.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, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No. 03/2022 dated May 5, 2022, the General Circular No. 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 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, June 14, 2024 (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 a.m. (IST) on Friday, June 21, 2024, till 05:00 p.m. (IST) on Saturday, July 20, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, June 14, 2024 the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



A. Vikram

- g) 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.

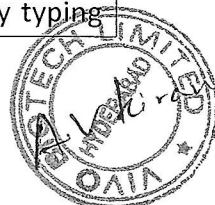
However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various 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.

- 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.
- i) 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	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,



Type of shareholders	Login Method
	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing</p>



Type of shareholders	Login Method
	<p>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>
<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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>



990 and 1800 22 44 30.

j) 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	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



Birth (DOB)	field.
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- 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.



k) 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/RTA.

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@aarthiconsultants.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:

1. In case Members of the Company have not registered their e-mail address:

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.aarthiconsultants.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.

2. The Remote E-voting period commences from 9:00 a.m. (IST) on Friday, June 21, 2024, till 05:00 p.m. (IST) on Saturday, July 20, 2024. 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, June 14, 2024 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.



3. 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.

4. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e., on Saturday, July 20, 2024. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.vivobio.com and also on the notice board placed at the Registered Office of the Company and on the website of CDSL.

5. Mr. A V Kiran, Company Secretary, Vivo Bio Tech Limited, Regd. Off. 3rd Floor, Ilyas Mohammed Khan Estate, 8-2-672/5&6, Road No.1, Banjara Hills, Hyderabad - 500034, Telangana, India, Email: investors@vivobio.com, Phone No. 040-23313288 is responsible to address the grievances connected with the E-voting and Postal Ballot.

6. 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 www.aarthiconsultants.com/investor_services.

7. 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



A V Kiran

A V Kiran

Company Secretary

M.No: A60906

Place: Hyderabad

Date: June 18, 2024

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

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

Item No.: 1

Appointment of Mr. Viswanath Kompella, promoter, as an advisor:

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.

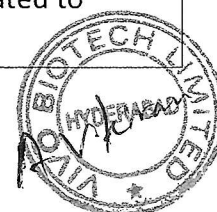
Mr. Viswanath Kompella, who is the promoter of the Company was appointed as an Advisor by the Board, subject to the approval of the members, and on the recommendation of the Nomination & Remuneration Committee and Audit Committee of the Company, w.e.f. May 20, 2024 for a period of 5 years with remuneration consisting fixed pay of Rs. 10,00,000/- (Rupees Ten Lakh only) per month and variable pay of 1.50% on consolidated turnover of the Company.

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

The information as required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Boards and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is detailed herein below.

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,	No Director and KMP's are related to Mr. Viswanath Kompella

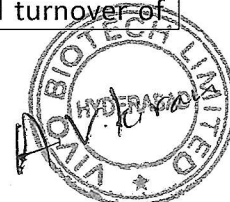


	if any:	
c)	Nature of Relationship	Mr. Viswanath Kompella is the founder promoter of the Company and forms part of the promoter group.
d)	<p>Nature, material terms, monetary value of the contract or arrangement:-</p> <p>Nature of the Arrangement:</p> <p>Mr. Viswanath Kompella's appointment as "Advisor" shall be in the capacity of an Independent Consultant and not an agent or employee of the Company. He shall advise/ suggest the Board/Company Management on:</p> <p>a) Matters of Corporate Strategy, new business opportunities.</p> <p>b) Be the sounding board for the Company on Company policies/initiatives</p> <p>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.</p> <p>d) Building the Company's image and brand equity.</p> <p>e) Advice the Company's Board in any other areas that the Board/ Company Management may seek from time to time.</p> <p>Material Terms:</p> <p>Appointment and remuneration, if approved by members, shall be effective from May 20, 2024 for 5 years.</p> <p>The appointment can be terminated by either party by giving a 6 months, prior notice in writing to other party.</p> <p>Monetary Terms:</p> <p>1. Fixed monthly Fee/Remuneration of Rs.10,00,000 (Rupees Ten Lacs Only)</p> <p>2. variable pay of 1.50% on consolidated turnover of the Company.</p> <p>3. Reimbursements: All the expenses incurred on travelling, boarding, lodging etc. while performing advisory services for and on behalf of the Company shall be reimbursed on actual basis.</p> <p>4. Facilities: Mr. Viswanath Kompella shall be provided requisite office facilities, chauffeur driven car and communication facilities to effectively discharge his duties.</p>	
e)	Any other information relevant or important for the members to take a decision on the proposed resolution	As required under the SEBI (LODR) Regulations, 2015, all persons belonging to promoters and persons acting in concert with promoters are termed as Related Parties and therefore, shall abstain from voting on the resolution.



Additional Information required to be disclosed pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

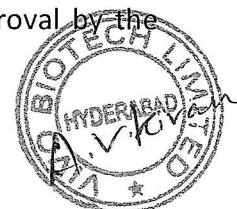
<p>a)</p>	<p>A summary of the information provided by the management of the listed entity to the Audit Committee</p>	<p>Brief summary of the information provided to the Audit Committee is as under:</p> <p>1. Type, material terms and particulars of the proposed transaction:</p> <p>Type and Particulars of Transaction – The transaction pertains to the appointment to any office or place of profit in the Company in terms of Section 188 (1) (f) of the Companies Act, 2013.</p> <p>Material Terms – The transaction is Availing advisory services from Mr. Viswanath Kompella, Promoter with remuneration - Fixed pay of Rs. 10,00,000/- per month and variable pay of 1.50% on consolidated turnover of the Company</p> <p>2. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise): Mr. Viswanath Kompella is the promoter of the Company and forms part of the promoter group of the listed entity and its subsidiary companies and is financially interested.</p> <p>3. Tenure of the proposed transaction: The proposed transaction is for a period of 5 years.</p> <p>4. Value of the proposed transaction: The proposed transaction is for payment of remuneration consisting fixed pay of Rs. 10,00,000/- per month and variable pay of 1.50% on consolidated turnover of</p>
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		the Company. The Audit Committee of the Company comprises of maximum Independent Directors as Members which helps in providing an objective judgement to all transactions proposed for approval.
b)	Justification for why the proposed transaction is in the interest of the listed entity	Mr. Viswanath Kompella, is a Promoter of the Company and he shall advise the Board and the Management in the broad strategic aspects, diversification of and growth of the business, supporting in establishing and aiding relationships with external forums, the proposed transaction is in interest of the Company.
c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	No
d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
e)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not applicable
f)	Any other information that may be relevant	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The 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 investors@vivobio.com.

The Board recommends the Special Resolution set out in Item No. 1 for approval by the shareholders.



Memorandum of Interest:

Mr. Viswanth Kompella and his relatives, are interested in the Resolution.

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

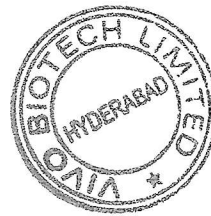
Mr. Viswanth Kompella is not related to any of the Directors or Key Managerial Personnel of the Company.

By Order of the Board

For Vivo Bio Tech Limited

Place: Hyderabad

Date: June 18, 2024



A V Kiran

**A V Kiran
Company Secretary
M.No: A60906**