

Vimta Labs Limited

Registered Office
142, IDA Phase II, Cherlapally
Hyderabad-500 051, Telangana, India
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VLL\SE\089\2023-24
Date: 23.02.2024

Listing Centre
B S E Limited
P J Towers, Dalal Street
Mumbai: 400001
Scrip Code No.524394

Asst Vice President
National Stock Exchange of India Limited
“Exchange Plaza”, Bandra
Kurla Complex, Bandra (E)
Mumbai – 400051
Trading Symbol: VIMTALABS

Dear Sir/Madam,

Sub: Notice of Postal Ballot of Vimta Labs Limited ('the Company')

Reference to our letter no. VLL/SE/079/2023-24 dated 31st January 2024, wherein it was informed that the Board of Directors of the Company had, *inter alia*, approved the following reappointments, subject to approval of the shareholders of the Company through Postal Ballot.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith a copy of Notice of Postal Ballot dated 31st January 2024, seeking approval of the members for the following matters:

1. Re-appointment of Mr. Purnachandra Rao Gutta (DIN: 00876934) as an Independent Director of the Company.
2. Re-appointment of Mr. Sanjay Dave (DIN: 08450232) as an Independent Director of the Company.
3. Re-appointment of Ms. Harita Vasireddi (DIN 00242512) as “Managing Director” of the Company.
4. Re-appointment of Mr. Harriman Vungal (DIN 00242621) as “Executive Director – Operations” of the Company.
5. Re-appointment of Mr. Satya Sreenivas Neerukonda (DIN 00269814) as “Executive Director” of the Company

In compliance with the provisions of the General Circular No. 09/2023 dated 25th September 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Friday, 16th February 2023 ('Cut-off date')**. Further, communication of assent or dissent by the Members on the items of business set out in this Notice shall be required to be done through remote e-voting only i.e., casting of votes electronically.



Therefore, in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

Remote E-Voting Details		
1.	Date and time of commencement of Remote e-voting	Monday, February 26, 2024 (09:00 A.M IST)
2.	Date and time of conclusion of Remote e-voting	Tuesday, March 26, 2024 (05:00 P.M. IST)
3.	Date of declaration of Voting Results	on or before Thursday, March 28, 2024

We further wish to inform that the members whose e-mail address is not registered with the Company/Depositories, to receive the Notice, may register their e-mail address with CIL Securities Limited, Registrar and Share Transfer Agent of the Company in the manner as provided in the enclosed Notice.

The copy of the said Postal Ballot Notice is being made available on the website of the Company at <https://vimta.com/wp-content/uploads/POSTAL-BALLOT-NOTICE.pdf>

This is for your information and records.

Thanking you,

Yours faithfully,
for VIMTA LABS LIMITED

Sujani Vasireddi
Company Secretary



Encl : as above.

VIMTA LABS LIMITED

CIN : L24110TG1990PLC011977

Registered Office: Plot Nos. 141/2 & 142, IDA Phase II, Cherlapally, Hyderabad - 500 051, India.

E-mail : shares@vimta.com Web : www.vimta.com

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
February 26, 2024, at 9:00 a.m. (IST)	March 26, 2024, at 5:00 p.m. (IST)

Notice is hereby given to the Members of Vimta Labs Limited ("the Company") pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) read with General Circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and pursuant to all other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members of the Company (as of the Cut-off date) through Postal Ballot by way of voting through electronic means ("Remote e-voting"). Communication of Assent or Dissent of the Members would take place only through the remote e-voting system. The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolutions setting out the material facts concerning the resolutions and the reasons and rationale thereof is annexed hereto for your consideration.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of SEBI Listing Regulations, the Company is offering facility of remote e-voting to all Members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the remote e-voting facility to its Members. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Board has appointed Mr. Datla Hanumanta Raju, (FCS:4044; CP: 1709) and in his absence Ms. Shaik Razia, (FCS: 7122; CP: 7824), Practicing Company Secretaries and Partners of M/s. D. Hanumanta Raju & Co, Company Secretaries, Hyderabad, ("the Scrutinizers") for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The remote e-voting period commences from **9:00 a.m. (IST) on Monday, February 26, 2024** and ends at **5:00 p.m. (IST) on Tuesday, March 26, 2024**. The e-voting module shall be disabled by CDSL for voting thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before **Thursday, March 28, 2024**. The said results would be displayed at the Registered Office of the Company and would also be intimated to the National Stock Exchange of India Limited and BSE Limited, where the shares of the company are listed. Additionally, the results will also be uploaded on the Company's website, www.vimta.com and on the website of CDSL, <https://www.evotingindia.com/>

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be **Tuesday, March 26, 2024**, viz. last date specified by the Company for e-voting.

SPECIAL BUSINESS

Item No. 1: Re-appointment of Mr. Purnachandra Rao Gutta (DIN: 00876934) as an Independent Director of the Company.

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, Articles of Association of the Company and pursuant to provisions of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to the re-appointment of Mr. Purnachandra Rao Gutta (DIN: 00876934) as an independent director, not liable to retire by rotation, for the second and final term of five years commencing from 11th May 2024 to 10th May 2029.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized 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 aforesaid Resolution.”

Item No. 2: Re-appointment of Mr. Sanjay Dave (DIN: 08450232) as an Independent Director of the Company.

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, Articles of Association of the Company and pursuant to provisions of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to the re-appointment of Mr. Sanjay Dave (DIN: 08450232) as an independent director, not liable to retire by rotation for the second and final term of five years commencing from 11th May 2024 to 10th May 2029.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized 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 aforesaid Resolution.”

Item No. 3: Re-appointment of Ms. Harita Vasireddi (DIN 00242512) as “Managing Director” of the Company.

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act including any statutory modification or re-enactment thereof and pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to the re-appointment of Ms. Harita Vasireddi (DIN 00242512), as Managing Director, for a period of five years from 14th July, 2024 to 13th July, 2029 with a remuneration partly by way of monthly salary and perquisites and partly as a percentage of the Net Profits of the Company payable annually, on the following terms and conditions:

A. By way of Monthly salary and perquisites:

- I. Salary (Consolidated): 10,00,000/- (Rupees ten lakhs only) per month.
- II. Perquisites and allowances:
 - a) Medical Reimbursement: As per the rules of the Company, Payment/Reimbursement of medical expenses incurred for self and family, subject to ceiling of one month’s salary in a year.
 - b) Leave Travel Concession: For self and family, to and fro from any place in India, once in a year subject to ceiling of one month’s salary per annum.
 - c) Pension / Superannuation Fund: Company’s contribution to Provident Fund, Superannuation Fund or annuity fund in accordance with the Scheme of the Company.
 - d) Gratuity: As per the rules of the Company, at the rate not exceeding one-half month’s salary for each completed year of service.



- e) Encashment of Leave: Encashment of leave will be paid as per the rules of the company.
- f) Telephone and Car: Telecommunication facilities and car for business purposes.
- g) Personal accident insurance: Personal accident insurance premium will be paid as per the rules of the company.”

B. By way of percentage on Net Profits of the Company:

In addition to the salary and perquisites stated at 'A' above, commission shall be paid at such percentage as the Board may deem fit, not exceeding 2% of the Net Profit of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

However, the aggregate remuneration paid to the appointee under 'A' & 'B' above and to all other Whole time Directors i.e., Dr. S P Vasireddi, Executive Chairman, Mr. Harriman Vungal, Executive Director - Operations and Mr. Satya Sreenivas Neerukonda, Executive Director, put together in any financial year shall not exceed the limits specified in Section 197 of Companies Act, 2013 and other applicable provisions and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

“RESOLVED FURTHER THAT if the company has no profit or its profit is inadequate in any financial year, Ms. Harita Vasireddi be paid such remuneration as minimum remuneration mentioned at 'A' as is permitted under Schedule V and other applicable provisions of the Companies Act, 2013 read with applicable provisions of SEBI (LODR) Regulations.”

“RESOLVED FURTHER THAT the Board of Directors of the company (hereinafter referred to as the Board, which term shall be deemed to include any committee whether called Nomination and Remuneration Committee or such other name which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter or modify the scope, components and terms and conditions of the above stated remuneration including to increase / decrease as they may deem fit, within the permissible provisions of the Act and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.”

“RESOLVED FURTHER THAT the Directorship of Ms. Harita Vasireddi shall be not liable to retire by rotation during her tenure as Managing Director and further she is not eligible to draw sitting fee for any Board / Committee Meetings.”

“RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

Item No. 4: Re-appointment of Mr. Harriman Vungal (DIN 00242621) as “Executive Director – Operations” of the Company.

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act including any statutory modification or re-enactment thereof and pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to the re-appointment of Mr. Harriman Vungal (DIN 00242621), as Executive Director – Operations, for a period of three years from 14th July, 2024 to 13th July, 2027 with a remuneration partly by way of monthly salary and perquisites and partly as a percentage of the Net Profits of the Company payable annually, on the following terms and conditions:

A. By way of Monthly salary and perquisites:

- I. Salary (Consolidated): 10,00,000/- (Rupees ten lakhs only) per month.
- II. Perquisites and allowances:
 - a) Medical Reimbursement: As per the rules of the Company, Payment/Reimbursement of medical expenses incurred for self and family, subject to ceiling of one month's salary in a year.
 - b) Leave Travel Concession: For self and family, to and fro from any place in India, once in a year subject to ceiling of one month's salary per annum.
 - c) Pension / Superannuation Fund: Company's contribution to Provident Fund, Superannuation Fund or annuity fund in accordance with the Scheme of the Company.
 - d) Gratuity: As per the rules of the Company, at the rate not exceeding one-half month's salary for each completed year of service.

- e) Encashment of Leave: Encashment of leave will be paid as per the rules of the company.
- f) Telephone and Car: Telecommunication facilities and car for business purposes.
- g) Personal accident insurance: Personal accident insurance premium will be paid as per the rules of the company.”

B. By way of percentage on Net Profits of the Company:

In addition to the salary and perquisites stated at 'A' above, commission shall be paid at such percentage as the Board may deem fit, not exceeding 2% of the Net Profit of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

However, the aggregate remuneration paid to the appointee under 'A' & 'B' above and to all other Whole time Directors i.e., Dr. S P Vasireddi, Executive Chairman, Ms. Harita Vasireddi, Managing Director and Mr. Satya Sreenivas Neerukonda, Executive Director, put together in any financial year shall not exceed the limits specified in Section 197 of Companies Act, 2013 and other applicable provisions and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

“RESOLVED FURTHER THAT during the tenure of 3 years, if the company has no profit or its profit is inadequate in any financial year, the remuneration mentioned at 'A' above shall be paid as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the company (hereinafter referred to as the Board, which term shall be deemed to include any committee whether called Nomination and Remuneration Committee or such other name which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter or modify the scope, components and terms and conditions of the above stated remuneration including to increase / decrease as they may deem fit, within the permissible provisions of the Act and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.”

“RESOLVED FURTHER THAT the Directorship of Mr. Harriman Vungal shall be subject to retirement by rotation during his tenure as Executive Director – Operations and further he is not eligible to draw sitting fee for any Board / Committee Meetings.”

“RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

Item No. 5: Re-appointment of Mr. Satya Sreenivas Neerukonda (DIN 00269814) as “Executive Director” of the Company.

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act including any statutory modification or re-enactment thereof and pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members be and is hereby accorded to the re-appointment of Mr. Satya Sreenivas Neerukonda (DIN 00269814), as Executive Director, for a period of five years from 14th July, 2024 to 13th July, 2029 with a remuneration partly by way of monthly salary and perquisites and partly as a percentage of the Net Profits of the Company payable annually, on the following terms and conditions:

A. By way of Monthly salary and perquisites:

- I. Salary (Consolidated): 10,00,000/- (Rupees ten lakhs only) per month.
- II. Perquisites and allowances:
 - a) Medical Reimbursement: As per the rules of the Company, Payment/Reimbursement of medical expenses incurred for self and family, subject to ceiling of one month's salary in a year.
 - b) Leave Travel Concession: For self and family, to and fro from any place in India, once in a year subject to ceiling of one month's salary per annum.
 - c) Pension / Superannuation Fund: Company's contribution to Provident Fund, Superannuation Fund or annuity fund in accordance with the Scheme of the Company.
 - d) Gratuity: As per the rules of the Company, at the rate not exceeding one-half month's salary for each completed year of service.
 - e) Encashment of Leave: Encashment of leave will be paid as per the rules of the company.



- f) Telephone and Car: Telecommunication facilities and car for business purposes.
- g) Personal accident insurance: Personal accident insurance premium will be paid as per the rules of the company.”

B. By way of percentage on Net Profits of the Company:

In addition to the salary and perquisites stated at 'A' above, commission shall be paid at such percentage as the Board may deem fit, not exceeding 2% of the Net Profit of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

However, the aggregate remuneration paid to the appointee under 'A' & 'B' above and to all other Whole time Directors i.e., Dr. S P Vasireddi, Executive Chairman, Ms. Harita Vasireddi, Managing Director and Mr. Harriman Vungal, Executive Director - Operations, put together in any financial year shall not exceed the limits specified in Section 197 of Companies Act, 2013 and other applicable provisions and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

“RESOLVED FURTHER THAT if the company has no profit or its profit is inadequate in any financial year, Mr. Satya Sreenivas Neerukonda be paid such remuneration as minimum remuneration mentioned at 'A' as is permitted under Schedule V and other applicable provisions of the Companies Act, 2013 read with applicable provisions of SEBI (LODR) Regulations.”

“RESOLVED FURTHER THAT the Board of Directors of the company (hereinafter referred to as the Board, which term shall be deemed to include any committee whether called Nomination and Remuneration Committee or such other name which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter or modify the scope, components and terms and conditions of the above stated remuneration including to increase / decrease as they may deem fit, within the permissible provisions of the Act and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.”

“RESOLVED FURTHER THAT the Directorship of Mr. Satya Sreenivas Neerukonda shall be subject to retirement by rotation during his tenure as Executive Director and further he is not eligible to draw sitting fee for any Board / Committee Meetings.”

“RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

By Order of the Board
For Vimta Labs Limited

Place: Hyderabad
Date: 31st January 2024

Sujani Vasireddi
Company Secretary

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**'the Act'**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**).
2. In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 16, 2024 ("Cut-off date")**. In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.
3. Members who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, Members are requested to register / update their email IDs with the Company / RTA by submitting Form ISR-1 (available on the website of the Company at www.vimta.com) duly filled and signed along with requisite supporting documents to rta@cilsecurities.com or at CIL SECURITIES LIMITED, 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001 for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
4. Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.vimta.com and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited at <https://www.evotingindia.com/>.

Pursuant to Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the facility of remote e-voting to all the Members as per applicable Regulations relating to e-voting. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to its members. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting.

5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on **Friday, February 16, 2024 ("Cut-off date")**. Members whose name appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will only be considered for the purpose of e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting period commences from **9:00 a.m. (IST) on Monday, February 26, 2024** and ends at **5:00 p.m. (IST) on Tuesday, March 26, 2024**.
6. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Special Resolution, in accordance with the process specified in this Postal Ballot Notice.
7. During the voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the resolution. Once the vote on a single or multiple resolution(s) are cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.
8. A Member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same way.
9. The manner of voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under "INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING" in this Notice. Members are requested to read the same carefully.
10. The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-voting, and the result of the voting will be announced by the Chairperson or any person duly authorized, on or before **Thursday, March 28, 2024** and will also be displayed on the website of the Company i.e. www.vimta.com besides being communicated to the Stock Exchanges, and Registrar and Share Transfer Agents.



11. Resolution passed by the Members with requisite majority through postal ballot shall be deemed to have been passed on the last date specified e-voting i.e. **Tuesday, March 26, 2024**. Further, resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
12. All the material documents referred to in the explanatory statement will be available electronically for inspection without any fees by the Members. The said documents will also be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till **Tuesday, March 26, 2024**.
13. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms. In view of the same, physical Shareholders are requested to submit their PAN, full KYC details and Nomination details in prescribed Form at the earliest. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and amendments therein, physical Shareholders are requested to dematerialise their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests including transfer/ transmissions requests shall be processed in dematerialised mode only. Request for dematerialization can be submitted to CIL Securities Limited, RTA of the Company.

The instructions for remote e-voting by Members are as under

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Monday, February 26, 2024, at 09:00 a.m. (IST)** and ends on **Tuesday, March 26, 2024 at 05:00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, **February 16, 2024** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) 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 Depository	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.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. 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 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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 toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote 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) 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. 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.

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

(vi) 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.

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

(viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; shares@vimta.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 Company at shares@vimta.com /RTA email id rta@cilsecurities.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 toll free no. 1800 22 55 33

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 at toll free no. 1800225533.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (attached to the postal ballot notice dt.31.01.2024)

Item No. 1: Approval for Re-appointment of Mr. Purnachandra Rao Gutta (DIN: 00876934) as an Independent Director of the Company.

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report. Mr. Purnachandra Rao Gutta (DIN: 00876934) was appointed as an additional and independent director of the Company with effect from 11th May 2019, pursuant to Section 161 of the Companies Act, 2013.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 31st January 2024, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Purnachandra Rao Gutta as an Independent Director for a second and final term of five years w.e.f., 11th May 2024 to 10th May 2029.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying intention to propose the candidature of Mr. Purnachandra Rao Gutta (DIN: 00876934) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Purnachandra Rao Gutta as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Purnachandra Rao Gutta fulfils the conditions specified in the SEBI LODR Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company.

A copy of the draft letter for the re-appointment of Mr. Purnachandra Rao Gutta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays, up to the date of conclusion of remote e-voting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Purnachandra Rao Gutta as an Independent Director, the Board recommends the resolution set forth in Item No. 1 relating to the reappointment of Mr. Purnachandra Rao Gutta as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except Mr. Purnachandra Rao Gutta, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out under item No. 1 of the Notice for approval of the members.

Item No. 2: Approval for Re-appointment of Mr. Sanjay Dave (DIN: 08450232) as an Independent Director of the Company.

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report. Mr. Sanjay Dave (DIN: 08450232) was appointed as an additional and independent director of the Company with effect from 11th May 2019, pursuant to Section 161 of the Companies Act, 2013.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 31st January 2024, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Sanjay Dave as an Independent Director for a second and final term of five years w.e.f., 11th May 2024 to 10th May 2029.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying intention to propose the candidature of Mr. Sanjay Dave (DIN: 08450232) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Sanjay Dave as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Sanjay Dave fulfils the conditions specified in the SEBI LODR Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company.

A copy of the draft letter for the re-appointment of Mr. Sanjay Dave as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays, up to the date of conclusion of remote e-voting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sanjay Dave as an Independent Director, the Board recommends the resolution set forth in Item No. 2 relating to the reappointment of Mr. Sanjay Dave as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except Mr. Sanjay Dave, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out under item No. 2 of the Notice for approval of the members.

Item No. 3: Re-appointment of Ms. Harita Vasireddi (DIN 00242512) as "Managing Director" of the Company.

Ms. Harita Vasireddi's appointment as Managing Director of the Company was last approved at the Annual General Meeting held on 27th July 2019 for a term of 5 years w.e.f., 14th July 2019 to 13th July 2024.

Ms. Harita Vasireddi has an MBA in Operations Management from Boston College, USA and is a B. Pharm graduate from Mysore University India. She joined the company in 2002 and was appointed as the Managing Director in 2013. She has 26 years of experience holding responsible positions in the company. She has been in-charge of all the disciplines and functional aspects of the company besides providing strategic guidance to the company's operations. She has rich experience in laboratory operations and has substantially contributed to the development of the company. Her leadership has contributed to the company's growth enormously in terms of turnover and profitability.

Her Core competencies include business management, driving organizational adaptability and development, quality management systems, and risk management.

Based on her skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 31st January 2024, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Ms. Harita Vasireddi as Managing Director of the Company for a period of five years w.e.f., 14th July 2024 to 13th July 2029, at such remuneration as specified in the resolution, subject to the approval of shareholders.

As per the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointing her as Managing Director requires approval of members by way of a special resolution, as the proposed remuneration to the appointee together with the remuneration of other whole-time Directors who are promoters or members of the promotor group, in aggregate, exceeds 5% of the net profit of the company.

Ms. Harita Vasireddi holds 1,67,964 equity shares in the Company.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice. Dr. S P Vasireddi is her relative and is interested in this resolution. Save and except him and Ms. Harita Vasireddi herself, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in any way in this resolution.

The Board recommends the Special Resolution as set out under item No. 3 of the Notice for approval of the members.

Item No. 4: Re-appointment of Mr. Harriman Vungal (DIN 00242621) as "Executive Director – Operations" of the Company.

Mr. Harriman Vungal's appointment as Executive Director – Operations of the Company was last approved at the Annual General Meeting held on 05th July 2021 for a term of 3 years w.e.f., 14th July 2021 to 13th July 2024.

Mr. Harriman Vungal is the co-founder of the Company and has been on the Board of the Company since its formation in November 1990. As Executive Director – Operations, Harriman plays a pivotal role in leading, guiding the technical teams and overseeing



operational functions of the Company in order to drive the Company's goals and strategies. He has rich and varied experience in the industry. He is successful in implementation of the quality systems as per the stringent regulatory requirements. In conjunction, with Managing Director, he represents the Company to all Stakeholders and as an operational head he is successful in reviewing and approving policies and other high level documents. With his knowledge and experience he was instrumental in making the Clinical Research Team become a global player, the Environment team a big player in offshore monitoring. He is currently responsible for all technical/operational processes and coordinating internally and across functions to support overall Company's plans and strategies with effective use of resources. He supports the Managing Director to review and recommend strategies, assessing stakeholder impacts new areas of business to enhance the organization's growth and group performance. The Company has achieved remarkable growth under his leadership, management and guidance and his continued services will lead the Company to achieve new heights.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 31st January 2024, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Harriman Vungal as Executive Director – Operations of the Company for a period of three years w.e.f. 14th July 2024 to 13th July 2027, at such remuneration as specified in the resolution, subject to the approval of shareholders.

Mr. Harriman Vungal will attain the age of 75 years on 1st October 2026 and hence as per the provisions of section 196(3)(a) of the Companies Act, 2013, appointing him as Executive Director - Operations requires approval of members by way of a special resolution. Further, as the proposed remuneration to the appointee together with the remuneration of other whole-time Directors who are promoters or members of the promotor group, in aggregate, exceeds 5% of the net profit of the company, approval of Members is sought by way of Special Resolution as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The company needs Shri. Harriman's rich experience of over 33 years in the company as a wholetime Director, for achieving its growth plans. Hence, despite his attaining 72 years of age, the Board appointed him as Executive Director – Operations and seek approval of the shareholders for his appointment.

Mr. Harriman Vungal holds 17,77,893 equity shares in the Company.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice. Save and except him, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in any way in this resolution.

The Board recommends the Special Resolution as set out under item No. 4 of the Notice for approval of the members.

Item No. 5: Re-appointment of Mr. Satya Sreenivas Neerukonda (DIN 00269814) as "Executive Director" of the Company.

Mr. Satya Sreenivas Neerukonda's appointment as Executive Director of the Company was last approved at the Annual General Meeting held on 27th July 2019 for a term of 5 years w.e.f 14th July 2019 to 13th July 2024.

Mr. Satya Sreenivas Neerukonda has done his MBA in Management Information Systems from University of Oklahoma, USA and his B. Pharm from Nagpur University India. He has 24 years of experience in being an accomplished business development leader, with a proven track record of driving revenues by penetrating and building new markets and ensuring sustainable revenue growth. His core competencies include strategic planning and execution, new service opportunities development, communication and relationship building, competitive intelligence, and fostering strong team relations to deliver goal-oriented performance.

As Executive Director, Satya Sreenivas Neerukonda is responsible for development and implementation of strategic plans that meet business goals and objectives. He works closely with all business unit heads to develop service models that convey a customized approach to all business pursuits. Responsibilities include, overseeing the entire sales cycle right from enquiry sourcing & management to receivables management. He also plays a key role in identifying right prospects; building partnerships and managing a KOL (Key Opinion Leader) network. He spends a good amount of time attending and representing Vimta at all key industry meetings and conferences. He is closely associated with the marketing team in brand building and other corporate marketing activities.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 31st January 2024, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Satya Sreenivas Neerukonda as Executive Director of the Company for a period of five years w.e.f. 14th July 2024 to 13th July 2029, at such remuneration as specified in the resolution, subject to the approval of shareholders.

As per the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointing him as Executive Director requires approval of members by way of a special resolution, as the proposed remuneration to the appointee together with the remuneration of other whole-time Directors who are promoters or members of the promotor group, in aggregate, exceeds 5% of the net profit of the company.

Mr. Satya Sreenivas Neerukonda does not hold any equity shares in the Company.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice. Ms. Sujani Vasireddi, Company Secretary is his wife and is interested in this resolution. Save and except her and Mr. Satya Sreenivas Neerukonda himself, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in any way in this resolution.

The Board recommends the Special Resolution as set out under item No. 5 of the Notice for approval of the members.

By Order of the Board
For Vimta Labs Limited

Place: Hyderabad
Date: 31st January 2024

Sujani Vasireddi
Company Secretary



DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SS-2 issued by ICSI.

Particulars	Item No.1 of Notice	Item No.2 of Notice	Item No.3 of Notice	Item No.4 of Notice	Item No.5 of Notice
Name	Mr. Gutta Purnachandra Rao	Mr. Sanjay Dave	Ms. Harita Vasireddi	Mr. Harriman Vungal	Mr. Satya Sreenivas Neerukonda
DIN	00876934	08450232	00242512	00242621	00269814
Date of First Appointment	11.05.2019	11.05.2019	01.04.2005	16.11.1990	14.07.2019
Designation	Independent Director	Independent Director	Managing Director	Executive Director - Operations	Executive Director
Date of Birth	25.06.1956	18.07.1955	10.10.1974	01.10.1951	18.02.1976
Qualification	CA	M.Sc.	B. Pharm, MBA (USA)	D. Tech (Toronto)	B. Pharm, MBA (USA)
Expertise in specific functional Areas	<p>Mr. Purnachandra Rao Gutta, aged 67 years, is a Chartered Accountant having more than three decades of experience in Statutory Audits of Public limited and Private Limited Companies of varied nature viz., manufacturing, trading, service industry (Hospitals, Hotels) software and technology companies. He has expertise in special Audits for Banks / Financial Institutions and management audits of various companies for the last few years. He is a Consultant in matters dealt with company incorporation, project financing, loan syndication, liaison with banks and financial institutions and other allied matters. He is also a Consultant for Systems implementation, internal controls, Management Information Systems for Companies in manufacturing and Service sectors.</p> <p>He has expertise in Taxation i.e., tax planning; tax counseling and representation of corporate tax matters, namely Compliance services, tax deduction at source, advance tax, assessment proceedings etc.</p>	<p>Mr. Sanjay Dave has total professional experience of about 48 years out of which about 38 years is in agri. trade and food safety. Currently, he functions as the Sr. Int'l Consultant to FAO, WHO and ITC, Geneva.</p> <p>In the past, he has served as:</p> <ul style="list-style-type: none"> - Chairperson of Codex Alimentarius Commission (a UN body of FAO & WHO) from July 2011 to July 2014; - He was also the Chairman of <i>Surakshit Khadya Abhiyan</i> (National Mission for Safe Food) launched by the Government of India, from July 2015 to December 2021; - Advisor of FSSAI - Advisor (Agriculture) in the Mission of India to the EU at Brussels; - Director of APEDA; 	<p>Ms. Harita Vasireddi by qualification is a MBA from Boston College, USA and B.Pharm graduate from JSS College of Pharmacy, Mysore University, India.</p> <p>She has over 26 years of rich experience in contract research and testing laboratory business and is a versatile leader with successful track record in business and operations management of pharma clinical, preclinical, analytical testing and research services; and food; environmental; clinical diagnostics; and electronics testing services. She has expertise in building and implementing total quality management systems and management systems as per GMP, GLP, GCP regulations and, ISO standards for analytical and clinical laboratories. She has been a quality systems trainer for UNIDO-VIMTA</p>	<p>Mr. Harriman Vungal has rich and varied experience in the industry and is one of the promoter Directors of the company and has been its Executive Director since inception of the company. The Company has achieved remarkable growth under his leadership, management and guidance and his continued services will lead the Company to achieve new heights.</p>	<p>Mr. Satya Sreenivas Neerukonda is a global sales and business development professional with more than 24 years of rich experience in multiple markets and industries he leads all business development efforts within the organisation, including the development and implementation of business development strategies and activities.</p> <p>He spearheads business growth through expanding current businesses and exploring new markets and opportunities. He also leads business development activities through cross-function collaborations. Responsibilities include, overseeing the entire sales cycle right from enquiry sourcing & management to receivables management.</p>

Particulars	Item No.1 of Notice	Item No.2 of Notice	Item No.3 of Notice	Item No.4 of Notice	Item No.5 of Notice
	Mr Rao is a Fellow member of the Institute of Chartered Accountants of India (F.C.A), New Delhi, Holding Certificate of Practice from February, 1984 and is a Certified Fraud Examiner (CFE) awarded by the Association of Certified Fraud Examiner, USA. At Vimta, Mr. Purnachandra Rao Gutta is the Chairperson of the Audit Committee and is a member of Stakeholder Relationship Committee and Nomination and Remuneration Committee.	- He was Chairperson of the Codex Co-ordinating Committee for Asia (CC-Asia) for the 2016 session; - He was developing country SPS expert from Asia to the Standards and Trade Development Facility (STDF) of the WTO during 2019 - 2020; - He was a member of the FSSAI Scientific Committee from Jan. 2018 to Dec. 2020.	South South Training facility for laboratories. Her rich experience lies in building strong ethical organizational culture and execution of business and operational strategies. She is the Managing Director at Vimta Labs Ltd., since 2013 and has held the positions of Director-Quality, Director-Projects and Operations Manager in her earlier roles at VIMTA.		He also plays a key role in identifying right prospects; building partnerships and managing a KOL (Key Opinion Leader) network. He spends a good amount of time attending and representing Vimta at all key industry meetings and conferences. He is closely associated with the marketing team in brand building and other corporate marketing activities.
Terms and conditions of appointment and details of last salary drawn	Not liable to retire by rotation. Last drawn salary – Not Applicable.	Not liable to retire by rotation. Last drawn salary – Not Applicable.	Not liable to retire by rotation. Last drawn salary - Rs. 10,00,000/- per month.	Retiring by rotation, being eligible offers himself for reappointment. Last drawn salary - Rs. 10,00,000/- per month.	Retiring by rotation, being eligible offers himself for reappointment. Last drawn salary - Rs. 10,00,000/- per month.
Number of meetings of the Board attended During the year	5	5	5	5	5
Disclosure of relationship between directors inter-se	Nil	Nil	Dr S P Vasireddi, Executive Chairman is father.	Nil	Nil
Shareholding as on Notice date	Nil	Nil	167964	1777893	Nil
Directorships	Nil	Nil	Emtac Laboratories Private Limited	Nil	Emtac Laboratories Private Limited
Board (Listed entities)	Nil	Nil	Nil	Nil	Nil
Committees (Listed entities)	Nil	Nil	Nil	Nil	Nil



Annexure – 1

STATEMENT OF INFORMATION PURSUANT TO SCHEDULE V, SECTION- II OF THE COMPANIES ACT, 2013

I. General Information:

1. **Nature of the Industry:** Professional, Scientific and Technical Activities.
2. **Date or expected date of commencement of commercial production:** Vimta Labs Limited was commenced in the year 1990.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. **Financial Performance based on given indicators:**

Particulars for the nine months ended 31 st December 2023	Rs. in Millions
Net Sales and Other Income	2,380.76
Operating Profit	635.38
Profit Before Depreciation & Tax (PBDT)	619.53
Profit Before Tax (PBT)	359.86
Profit After Tax (PAT)	270.06

5. **Foreign investments or collaborations, if any:** Not applicable.

II. Information about the Appointees:

1. Background Details

a. Ms. Harita Vasireddi

Managing Director

Age: 49

Nationality: Indian

Education: MBA; B.Pharm,

Professional experience: 26 years of experience in TIC and CRO industries, with track record of growth and profitability. Core competencies include management & leadership, driving organizational adaptability and development, quality management systems, and risk management. Earlier positions:

- Director-Quality, Vimta Labs Ltd.
- Director-Projects, Vimta Labs Ltd.
- Operations Manager, Vimta-Rostest Pvt. Ltd

b. Mr. Harriman Vungal

Executive Director – Operations

Age: 72

Nationality: Indian

Education: D. Tech (Toronto)

Professional experience: D. Tech. from Toronto, Canada with over 46 years of experience. He is one of the promoter Director of the company and has been its Director Operations since inception.

c. **Mr. Satya Sreenivas Neerukonda**

Executive Director

Age: 47

Nationality: Indian

Education: MBA in Management Information Systems, University of Oklahoma, USA; B.Pharm, Nagpur University, India.

Professional experience: 24 years. An accomplished business development leader with proven track record of driving revenues by penetrating and building new markets and ensuring sustainable revenue growth. His core competencies include strategic planning and execution, new service opportunities development, communication and relationship building, competitive intelligence, and fostering strong team relations to deliver goal oriented performance. Earlier positions:

- Sr VP & Global Head Business Development, Vimta Labs Ltd.
- Whole-time Director, Vimta Specialities Ltd.
- Quality Assurance Engineer, Impac Medical Systems, Mountain View, CA, USA

2. **Past Remuneration:**

During the nine months ended 31st December 2023, Ms. Harita Vasireddi, Managing Director was paid total managerial remuneration of Rs.10.08 million, Mr. Harriman Vungal, Executive Director - Operations was paid total managerial remuneration of Rs. 10.08 million and Mr. Satya Sreenivas Neerukonda, Executive Director was paid total managerial remuneration of Rs.10.08 million. (Including PF and Commission).

3. **Job Profile and their suitability:**

a. **Ms. Harita Vasireddi:**

As Managing Director, Harita Vasireddi provides strategic direction for growth and is responsible for overall Company's operations and execution of business plans. Harita steers the Company to take strong and sturdy steps forward, through meticulously building new capabilities and robust internal systems for growth, while continuously improving on the intrinsically resilient Vimta business model to weather any challenging business environments.

b. **Mr. Harriman Vungal:**

Mr. Harriman Vungal is the co-founder of the Company and has been on the Board of the Company since its formation in November 1990. As Executive Director – Operations, Harriman plays a pivotal role in leading, guiding the technical teams and overseeing operational functions of the Company in order to drive the Company's goals and strategies. He has rich and varied experience in the industry. He is successful in implementation of the quality systems as per the stringent regulatory requirements. In conjunction, with Managing Director, he represents the Company to all Stakeholders and as an operational head he is successful in reviewing and approving policies and other high level documents. With his knowledge and experience he was instrumental in making the Clinical Research Team become a global player, the Environment team a big player in offshore monitoring. He is currently responsible for all technical/operational processes and coordinating internally and across functions to support overall Company's plans and strategies with effective use of resources. He supports the Managing Director to review and recommend strategies, assessing stakeholder impacts new areas of business to enhance the organization's growth and group performance. The Company has achieved remarkable growth under his leadership, management and guidance and his continued services will lead the Company to achieve new heights.

c. **Mr. Satya Sreenivas Neerukonda:**

As a global sales and business development professional with more than 24 years of rich experience in multiple markets and industries he leads all business development efforts within the organisation, including the development and implementation of business development strategies and activities.

He spearheads business growth through expanding current businesses and exploring new markets and opportunities. He also leads business development activities through cross-function collaborations. Responsibilities include, overseeing the entire sales cycle right from enquiry sourcing & management to receivables management.



He also plays a key role in identifying right prospects; building partnerships and managing a KOL (Key Opinion Leader) network. He spends a good amount of time attending and representing Vimta at all key industry meetings and conferences. He is closely associated with the marketing team in brand building and other corporate marketing activities.

4. Remuneration Proposed:

Considering the valuable contributions of Ms. Harita Vasireddi, Managing Director, Mr. Harriman Vungal, Executive Director – Operations and Mr. Satya Sreenivas Neerukonda, Executive Director in the growth of the Company the remuneration proposed for each of them is Rs. 10,00,000/- (rupees ten lakhs only) per month [Salary (Consolidated)] and other perquisites as provided in the resolution.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

Considering the contributions of Ms. Harita Vasireddi, Mr. Harriman Vungal and Mr. Satya Sreenivas Neerukonda and the progress made by the Company under their leadership and guidance, and further, considering the responsibilities they shoulder and also the executive remuneration in the industry, the Nomination and Remuneration Committee recommend and Board approves the remunerations.

6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Ms. Harita Vasireddi, Managing Director belongs to promoter group. Mr. Harriman Vungal is one of the Promoters. Mr. Satya Sreenivas Neerukonda, Executive Director and Ms. Sujani Vasireddi as Company Secretary and a Key Managerial Personnel and a member of promoter group is wife of Mr. Satya Sreenivas Neerukonda.

III. OTHER INFORMATION:

1. Reasons for inadequacy of profits

The Company profits declined largely on account of rise in material cost, increase in employee cost, depreciation cost due to addition in new capabilities, constrained capacities in a few areas etc., and achieving lower revenues as compared to budget owing to impact of certain markets' slowdown in Q2 FY24.

2. Steps taken or proposed to be taken for improvement

Many corrective actions have been taken including cost control, optimization of existing resources, capacity expansion, new capabilities development etc.

3. Expected increase productivity and profits measurable terms

Revenues are expected to increase. The company has started reaching out to various markets both within the country and overseas. The company has also started building on newer capabilities which are expected to realize in terms of revenue, in the coming quarters.

However, it is extremely difficult to forecast any profit numbers as the business situations are dynamic and dependent on several external factors.

IV. DISCLOSURES:

The disclosures envisaged to be furnished under this head are not applicable.