

## Vimta Labs Limited

Registered Office  
142, IDA Phase II, Cherlapally  
Hyderabad-500 051, India  
T : +91 40 2726 4141  
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VLL\10\AGM-29\2019  
Date : 10.07.2019

Listing Centre  
M/s BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
**Mumbai : 400001**

**Scrip Code : 524394**

Asst Vice President  
National Stock Exchange of India Limited  
"Exchange Plaza", Bandra  
Kurla Complex, Bandra (E)  
**Mumbai – 400 051**  
**Kind Attn: Mr. K Hari.**

Code : VIMTALABS

Dear Sirs,

Sub : Corrigendum.

This is to inform the members of Vimta Labs Limited that while disclosing the "Details of Directors seeking reappointment at the forth coming Annual General Meeting (Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)" of Item No. 6 [Shri Adeyya Chowdary Popuri (P A Chowdary) Committees (Listed entities)] of page No.11 in the Notice calling 29<sup>th</sup> Annual General Meeting which was erroneously mentioned as Audit committee and Stakeholders Relationship Committee member in Andhra Sugars instead of Nomination and Remuneration committee, Member and Stakeholders Relationship Committee, Chairman Please read the same as "**The Andhra Sugars Ltd Nomination and Remuneration committee - Member and Stakeholders Relationship Committee – Chairman.**"

Copy of the Notice calling Annual General Meeting is enclosed herewith for your records and necessary action.

Thanking you,

Yours faithfully,  
for VIMTA LABS LIMITED

Sujani Vasireddi  
Company Secretary



**Notice Calling 29th Annual General Meeting  
Scheduled to be held on Saturday, July 27, 2019**

**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](mailto:shares@vimta.com) Web : [www.vimta.com](http://www.vimta.com)

NOTICE is hereby given that the twenty ninth Annual General Meeting of the members of Vimta Labs Limited will be held on Saturday the 27th day of July, 2019 at 3.00 P M at the Registered Office of the Company i.e. 141/2 & 142, IDA, Phase-II, Cherlapally, Hyderabad - 500051, to transact the following items of business:

**ORDINARY BUSINESS :**

1. To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the Report of Auditors and Board's Report thereon .
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Dr. S P Vasireddi (DIN : 00242288) who retires by rotation and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS :**

4. Ratification of remuneration of cost auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 (a) (ii) of Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force the remuneration of Rs. 65,000/- (Rupees sixty five thousand only) approved by the Board of Directors and payable to M/s U S Rao & Co (Regn. No.33808), Cost Auditors of the Company for the audit of cost records maintained by the Company for the financial year ending March 31, 2020 be and is here by ratified."

5. Appointment of Shri Gutta Purnachandra Rao as an Independent Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force Shri Gutta Purnachandra Rao (DIN: 00876934), who qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. May 11, 2019 that is to hold his office up to May 10, 2024."

"RESOLVED FURTHER THAT the Board of Director(s) and / or Company Secretary of the Company be and are / is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

6. Appointment of Shri Popuri Adeyya Chowdary ( P A Chowdary) as an Independent Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force Shri Popuri Adeyya Chowdary ( P A Chowdary) (DIN: 02936505), who qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. May 11, 2019 that is to hold his office up to May 10, 2024."

"RESOLVED FURTHER THAT the Board of Director(s) and / or Company Secretary of the Company be and are / is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution"

7. Appointment of Shri Sanjay Dave as an Independent Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force Shri Sanjay Dave (DIN: 08450232), who qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. May 11, 2019 that is to hold his office up to May 10, 2024."

"RESOLVED FURTHER THAT the Board of Director(s) and / or Company Secretary of the Company be and are / is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

8. Re-appointment of Smt. Harita Vasireddi as Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder read with Schedule - V of the Act, including any statutory modification(s) or re-enactment(s) thereof and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the re-appointment of Smt. Harita Vasireddi as Managing Director (DIN 00242512) of the Company for a term of Five years with effect from July 14, 2019 on following terms and conditions with a remuneration partly by way of monthly salary, perquisites and the other part annually as a percentage to the Net Profits of the Company as set out below:

**A. By way of Monthly remuneration 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 including dependent parents, subject to ceiling of one month's salary in a year.
- b) Leave Travel Concession: For self and family including dependent parents, 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 to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
- 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, based on her performance variable remuneration be paid at such percentage as the Board may deem fit, not exceeding 2% of the Net Profits of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

The aggregate remuneration paid to her under A & B above and to all other Whole-time-Directors put together in any financial year shall not exceed the limits specified under the provisions of 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, or otherwise as may be permissible by law."

"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 are hereby authorized to vary, alter or modify the scope of the above stated remuneration or any such other limits, either on higher / lower side as they may deem fit in the interest of the company 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 said appointment of Smt. Harita Vasireddi shall be subject to not to retirement by rotation during her tenure and she is not eligible to draw sitting fee for any Board / Committee Meetings."

"RESOLVED FURTHER THAT the Board and / or Company Secretary of the Company 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."

9. Re-appointment of Shri Harriman Vungal as Executive Director - Operations of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder read with Schedule - V of the Act, including any statutory modification(s) or re-enactment(s) thereof and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the re-appointment of Shri Harriman Vungal as Executive Director - Operations (DIN 00242621) of the Company for a term of Two years with effect from July 14, 2019 on following terms and conditions with a remuneration partly by way of monthly salary, perquisites and the other part annually as a percentage to the Net Profits of the Company as set out below:

**A. By way of Monthly remuneration 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 including dependent parents, subject to ceiling of one month's salary in a year.
  - b) Leave Travel Concession: For self and family including dependent parents, 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 to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
  - 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, based on his performance variable remuneration be paid at such percentage as the Board may deem fit, not exceeding 2% of the Net Profits of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

The aggregate remuneration paid to him under A & B above and to all other Whole-time-Directors put together in any financial year shall not exceed the limits as specified under the provisions of 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, or otherwise as may be permissible by law."

"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 are hereby authorized to vary, alter or modify the scope of the above stated remuneration or any such other limits, either on higher / lower side as they may deem fit in the interest of the company 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 said appointment of Shri Harriman Vungal shall be subject to retirement by rotation during his tenure and he is not eligible to draw sitting fee for any Board / Committee Meetings."

"RESOLVED FURTHER THAT the Board and / or Company Secretary of the Company 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."

**10. Appointment of Shri Neerukonda Satya Sreenivas as Executive Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force Shri Neerukonda Satya Sreenivas (DIN 00269814), who qualifies for being appointed as a Director be and is hereby appointed as Director of the Company, liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. July 14, 2019 that is to hold his office up to July 13, 2024."

"FURTHER RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder read with Schedule - V of the Act, including any statutory modification(s) or re-enactment(s) thereof and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Shri Neerukonda Satya Sreenivas as Executive Director (DIN 00269814) of the Company, for a term of Five years with effect from July 14, 2019 on following terms and conditions with a remuneration partly by way of monthly salary, perquisites and the other part annually as a percentage to the Net Profits of the Company as set out below:

**A. By way of Monthly remuneration and perquisites :**

- I. Salary (Consolidated): 8,00,000/- (Rupees eight 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 including dependent parents, subject to ceiling of one month's salary in a year.



- b) Leave Travel Concession: For self and family including dependent parents, 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 to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
- 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, based on his performance variable remuneration be paid at such percentage as the Board may deem fit, not exceeding 2% of the Net Profits of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

The aggregate remuneration paid to him under A & B above and to all other Whole-time-Directors put together in any financial year shall not exceed the limits as specified under the provisions of 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, or otherwise as may be permissible by law."

"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 are hereby authorized to vary, alter or modify the scope of the above stated remuneration or any such other limits, either on higher / lower side as they may deem fit in the interest of the company 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 appointment of Shri Neerukonda Satya Sreenivas shall be subject to retirement by rotation during his tenure and he is not eligible to draw sitting fee for any Board / Committee Meetings."

"RESOLVED FURTHER THAT the Board and / or Company Secretary of the Company 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"

**11. Remuneration to Shri Sireesh Chandra Vungal Vice President - Information Technology**

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

"RESOLVED THAT approval of the members be and is hereby accorded to the Board under the provisions of Section 188 of the Companies Act, 2013 (the Act) read with relevant Rules made thereunder and other applicable provisions of the Act, if any including any statutory modification(s) or re-enactment(s) thereof to pay such remuneration as the Board may deem fit from time to time, to Shri Sireesh Chandra Vungal, Vice President - Information Technology not exceeding Rs.7,00,000/- (Rupees seven lakhs only) per month plus Company contribution to Provident Fund / Superannuation fund, Annuity fund; Gratuity, Medical and other perquisites as per the rules of the Company."

"RESOLVED FURTHER THAT the Board may delegate its powers in this regard to the Managing Director for implementation."

By Order of the Board

Place : Hyderabad  
Date : 11.05.2019

Sujani Vasireddi  
Company Secretary

**Note :** The requirement to place the matter before the members relating to appointment of Auditors for ratification by them at every Annual General Meeting is done away by Companies Amendment Act 2017 vide Notification No.: S.O. 1833 (E) dated 07.05.2018 issued by Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of Auditors, who were appointed by the members for a period of 5 years in their meeting held on 27.09.2017.

**Statement Pursuant to Section 102(1) of the Companies Act, 2013:****Item No. 4**

The Company is maintaining the cost records in pursuance of Section 148(1) and getting audited by a Cost Auditor in pursuance of Section 148(2) of the Companies Act, 2013 read with Rules made thereunder.

Accordingly, on recommendations of Audit Committee the Board of Directors have approved the appointment of the M/s U S Rao & Co, Cost Accountants (Regd No. 33808), to carry out cost audit of the cost records of the Company for the financial year ending March 31, 2020 at a remuneration of Rs.65,000/- (Rupees sixty five thousand only).

In pursuance of Rule 14 (1) (ii) of the Companies (Audit and Auditors) Rules, 2014 the remuneration so fixed by the Board of Directors needs a ratification by the shareholders of the Company. Accordingly, the said resolution put up for ratification.

None of the Directors are in any way concerned or interested in the resolution set out at item No.4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No: 4 of the Notice for approval by the members.

**Item No. 5**

Based on the recommendations of the Nomination and Remuneration Committee and under the provisions of Section 161 of the Act, the Board of Directors in their meeting held on May 11, 2019 have appointed Shri Gutta Purnachandra Rao (DIN: 00876934) as Additional Director in the capacity of Independent Non-Executive Director on the Board of the Company who holds his office upto the date of this Annual General Meeting.

The appointment of Shri Gutta Purnachandra Rao as an Independent Non-Executive Director shall be effective upon approval by the members in their Meeting under the provisions of Section 149 and 152 of the Companies Act, 2013 ("the Act"). The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Gutta Purnachandra Rao for the office of Director of the Company. Shri Gutta Purnachandra Rao has given his consent to act as a Director and given a declaration stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he meets the criteria of independence as prescribed in both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Shri Gutta Purnachandra Rao fulfills the conditions for his appointment as an Independent Non-Executive Director as specified in the Act and the Listing Regulations. Shri Gutta Purnachandra Rao is independent of the management and possesses appropriate skills, experience and knowledge.

The relevant particulars of Shri Gutta Purnachandra Rao as required under the provisions of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this notice.

Copy of draft letter of appointment of Shri Gutta Purnachandra Rao setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No .5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

**Item No. 6**

Based on the recommendations of the Nomination and Remuneration Committee and under the provisions of Section 161 of the Act, the Board of Directors in their meeting held on May 11, 2019 have appointed Shri Adeyya Chowdary Popuri ( P A Chowdary) (DIN: 02936505) as Additional Director in the capacity of Independent Non-Executive Director on the Board of the Company who holds his office upto the date of this Annual General Meeting.

The appointment of Shri Adeyya Chowdary Popuri (P A Chowdary) as an Independent Non-Executive Director shall be effective upon approval by the members in their Meeting under the provisions of Section 149 and 152 of the Companies Act, 2013 ("the Act"). The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Adeyya Chowdary Popuri (P A Chowdary) for the office of Director of the Company. Shri Adeyya Chowdary Popuri (P A Chowdary) has given his consent to act as a Director and given a declaration stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he meets the criteria of independence as prescribed in both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Shri Adeyya Chowdary Popuri (P A Chowdary) fulfills the conditions for his appointment as an Independent Non-Executive Director as specified in the Act and the Listing Regulations. Shri Adeyya Chowdary Popuri (P A Chowdary) is independent of the management and possesses appropriate skills, experience and knowledge.

The relevant particulars of Shri Adeyya Chowdary Popuri (P A Chowdary) as required under the provisions of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this notice.

Copy of draft letter of appointment of Shri Adeyya Chowdary Popuri (P A Chowdary) setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No .6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

**Item No. 7**

Based on the recommendations of the Nomination & Remuneration Committee and under the provisions of Section 161 of the Act, the Board of Directors in their meeting held on May 11, 2019 have appointed Shri Sanjay Dave (DIN: 08450232) as Additional Director in the capacity of Independent Non-Executive Director on the Board of the Company who holds his office upto the date of this Annual General Meeting.

The appointment of Shri Sanjay Dave as an Independent Non-Executive Director shall be effective upon approval by the members in their Meeting under the provisions of Section 149 and 152 of the Companies Act, 2013 ("the Act"). The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Sanjay Dave for the office of Director of the Company. Shri Sanjay Dave has given his consent to act as a Director and given a declaration stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he meets the criteria of independence as prescribed in both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Shri Sanjay Dave fulfills the conditions for his appointment as an Independent Non-Executive Director as specified in the Act and the Listing Regulations. Shri Sanjay Dave is independent of the management and possesses appropriate skills, experience and knowledge.

The relevant particulars of Shri Sanjay Dave as required under the provisions of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this notice.

Copy of draft letter of appointment of Shri Sanjay Dave setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

**Item No. 8**

Members at their meeting held on September 02, 2016 have approved the appointment of Smt. Harita Vasireddi as Managing Director (DIN 00242512) of the Company for a period of 3 years w.e.f. July 15, 2016 and her present tenure will be completed on July 14, 2019 and thus calls for re-appointment.

Accordingly, the Nomination and Remuneration Committee at its meeting held on May 11, 2019 has reviewed the proposal of re-appointment of Smt. Harita Vasireddi as Managing Director and made their recommendations to the Board for her re-appointment. Based on the recommendations of the said Committee, the Board in its meeting held on even date has considered the said re-appointment and passed necessary resolution under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder re-appointing her as Managing Director of the Company for a period of 5 years w.e.f. July 14, 2019 subject to approval of the members in their ensuing Annual General meeting with the following terms and conditions:

**A. By way of Monthly remuneration 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 including dependent parents, subject to ceiling of one month's salary in a year.
  - b) Leave Travel Concession: For self and family including dependent parents, 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 to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
  - 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, based on her performance variable remuneration will be paid at such percentage as the Board may deem fit, not exceeding 2% of the Net Profits of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

The aggregate remuneration paid to her under A & B above and to all other Whole-time-Directors put together in any financial year shall not exceed the limits as specified under the provisions of Section 197 of the Act and other applicable provisions of the Act 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, or otherwise as may be permissible by law.



The terms and conditions as set out herein above may be treated as written memorandum setting out the terms of re-appointment of Smt. Harita Vasireddi under the provisions of Section 190 of the Act.

The relevant particulars as required under the provisions of regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this notice.

Copy of relevant resolutions of the Board with respect to above said re-appointment is available for inspection by members at the registered office during working hours on any working day till the date of the Annual General Meeting.

Except Smt. Harita Vasireddi and Dr S P Vasireddi, none of the other Directors are in any way concerned or interested in the special business set out at item No.8.

The Board commends the Ordinary Resolution under item No.8 for re-appointment of Smt. Harita Vasireddi as Managing Director, for approval by the members.

#### Item No. 9

Members at their meeting held on September 02, 2016 have approved the appointment of Shri Harriman Vungal as Executive Director - Operations (DIN 00242621) of the Company for a period of 3 years w.e.f. July 15, 2016 and his present tenure will be completed on July 14, 2019 and thus calls for re-appointment.

Accordingly, the Nomination and Remuneration Committee at its meeting held on May 11, 2019 has reviewed the proposal of re-appointment of Shri Harriman Vungal as Executive Director - Operations and made their recommendations to the Board for his re-appointment. Based on the recommendations of the said Committee, the Board in its meeting held on even date has considered the said re-appointment and passed necessary resolution under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder re-appointing him as Executive Directors - Operations of the Company for a period of 2 years w.e.f. July 14, 2019 subject to approval of the members in their ensuing Annual General meeting with the following terms and conditions:

#### A. By way of Monthly remuneration 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 including dependent parents, subject to ceiling of one month's salary in a year.
  - b) Leave Travel Concession: For self and family including dependent parents, 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 to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
  - 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, based on him performance variable remuneration will be paid at such percentage as the Board may deem fit, not exceeding 2% of the Net Profits of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

The aggregate remuneration paid to him under A & B above and to all other Whole-time-Directors put together in any financial year shall not exceed the limits as specified under the provisions of Section 197 of the Act and other applicable provisions of the Act 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, or otherwise as may be permissible by law.

The terms and conditions as set out herein above may be treated as written memorandum setting out the terms of re-appointment of Shri Harriman Vungal under the provisions of Section 190 of the Act.

The relevant particulars as required under the provisions of regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this notice.

Copy of relevant resolutions of the Board with respect to above said re-appointment is available for inspection by members at the registered office during working hours on any working day till the date of the Annual General Meeting.

Except Shri Harriman Vungal, none of the other Directors are in any way concerned or interested in the special business set out at item No.9.

The Board commends the Ordinary Resolution under item No.9 for re-appointment of Shri Harriman Vungal as Executive Director - Operations, for approval by the members.

**Item No. 10**

Based on the recommendations of the Nomination & Remuneration Committee and under the provisions of Section 161 of the Act, the Board of Directors in their meeting held on May 11, 2019 have appointed Shri Neerukonda Satya Sreenivas as Additional Director in the capacity of Whole time Director with the designation of Executive Director on the Board of the Company who holds his office upto the date of this Annual General Meeting.

The appointment of Shri Neerukonda Satya Sreenivas as Director shall be effective upon approval by the members in their Meeting under the provisions of Section 149 & 152 of the Companies Act, 2013 ("the Act"). The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Neerukonda Satya Sreenivas for the office of Director of the Company. Shri Neerukonda Satya Sreenivas has given his consent to act as a Director and given a declaration stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Shri Neerukonda Satya Sreenivas possesses appropriate skills, experience and knowledge.

Further, the Nomination and Remuneration Committee at its meeting held on May 11, 2019 has also reviewed the appointment of Shri Neerukonda Satya Sreenivas as Executive Director and made their recommendations to the Board for his appointment. Based on the recommendations of the said Committee, the Board in its meeting held on even date has considered the said appointment of Shri Neerukonda Satya Sreenivas and passed necessary resolution subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder appointing him as Additional Director in the capacity of Executive Director of the Company for a period of 5 years w.e.f. July 14, 2019 subject to approval of the members in their ensuing Annual General meeting. As an Additional Director, he holds his office upto the date of this Annual General Meeting and his appointment as Executive Director shall be effective upon approval by the members in their Meeting.

The terms and conditions of his appointment are as under:

**A. By way of Monthly remuneration and perquisites:**

- I. Salary (Consolidated): 8,00,000/- (Rupees eight 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 including dependent parents, subject to ceiling of one month's salary in a year.
  - b) Leave Travel Concession: For self and family including dependent parents, 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 to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
  - 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, based on his performance variable remuneration will be paid at such percentage as the Board may deem fit, not exceeding 2% of the Net Profits of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

The aggregate remuneration paid to him under A & B above and to all other Whole-time-Directors put together in any financial year shall not exceed the limits as specified under the provisions of Section 197, 198 of the Act and other applicable provisions of the Act 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, or otherwise as may be permissible by law.

The terms and conditions as set out herein above may be treated as written memorandum setting out the terms of appointment of Shri Neerukonda Satya Sreenivas under the provisions of Section 190 of the Act.

The relevant particulars as required under the provisions of regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this notice.

Copy of relevant resolutions of the Board with respect to above said appointment is available for inspection by members at the registered office during working hours on any working day till the date of the Annual General Meeting.

Except Shri Neerukonda Satya Sreenivas and Shri V V Prasad, none of the other Directors are in any way concerned or interested in the special business set out at item No.10.

The Board commends the Ordinary Resolution under item No.10 for appointment of Shri Neerukonda Satya Sreenivas as Executive Director, for approval by the members.

**Item No. 11**

Members in their meeting held on September 27, 2017 have approved the remuneration of Rs. 5,00,000/- per month payable to Shri Sireesh Chandra Vungal, Vice President-Information & Technology (S/o Shri Harriman Vungal, Executive Director - Operations), since it was a related party transaction in excess of the limits specified under the provisions of Section 188 of Companies Act, 2013 read with Rule 15 of the Companies (Meetings or Board and its Powers) Rules, 2014, made thereunder.

Considering that the existing salary so approved by the members is not commensurate with present market trends for an individual with his qualification, experience and job responsibilities, resolution set out at the item No. 11 of the Notice is put up for approval of the members for further enhancement.

Except Shri Harriman Vungal none of the Directors are in any way concerned or interested in the special business set out at item No:11.

The Board commends the Ordinary Resolution under Item No. 11 for increasing the remuneration payable to Shri Sireesh Chandra Vungal, for approval by the members.

By Order of the Board

Place : Hyderabad  
Date : 11.05.2019

Sujani Vasireddi  
Company Secretary

1. Details of the Directors seeking reappointment at the forth coming Annual General meeting (Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Particulars	Item No. 3	Item No. 5	Item No. 6	Item No. 7
Name	<b>Dr S P Vasireddi</b>	<b>Shri Gutta Purnachandra Rao</b>	<b>Shri Adeyya Chowdary Popuri (P A Chowdary)</b>	<b>Shri Sanjay Dave</b>
DIN	00242288	00876934	02936505	08450232
Designation	Non-Executive Director & Chairman	Additional Director	Additional Director	Additional Director
Date of Birth	01.07.1948	25.06.1956	01.07.1945	18.07.1955
Qualification	PhD	CA	IRS (Retd.)	M.Sc.
Expertise in specific functional areas	Ph.D. with over 41 years of experience. From the inception, he is one of the promoter Director of the company and has been its Chairman & Managing Director upto 15.07.2013. Subsequently, he was designated as Executive Chairman upto 30.06.2018 and further designated as Non-Executive Chairman. He is a member on the Governing Boards of several scientific bodies	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. Also performs special Audits for Banks / Financial Institutions and management audits of various companies for the last few years. Consultant in matters deal with company incorporation, project financing, loan syndication, liaison with banks and financial institutions and other allied matters. Consultant for Systems implementation, Internal controls, Management Information Systems for Companies in manufacturing and Service sectors.	Joined the Indian Revenue Service in 1968 and handled different assignments in the Income Tax Department relating to assessments, collection, recovery, training, investigation and administration. Worked in various capacities as Commissioner of Income Tax, Director of Income Tax (Investigation), Director General of Income Tax (Investigation) and lastly functioned as cadre control Chief Commissioner of Income Tax, Hyderabad for Andhra Pradesh region.	Sanjay Dave has a total professional experience of about 43 years out of which about 33 years is in agri. trade and food safety. He is the Chairperson of the Codex Coordinating Committee for Asia (CC-Asia). He is also the Chairman of Surakshit Khadya Abhiyan (National Mission for Safe Food) launched by the Government of India in July 2015. He is developing country SPS expert from Asia to the Standards and Trade Development Facility (STDF) of the WTO. He functions as the Senior International Consultant to FAO, WHO and International Trade Centre (ITC), Geneva. He is a member of the Scientific Committee of FSSAI. In the past, he served as:
				- Chairperson of Codex Alimentarius Commission (a UN body - FAO/WHO) from July 2011 to July 2014. - Advisor of FSSAI - Advisor (Agriculture) in the Mission of India to the European Union at Brussels. - Director of APEDA
Names of listed entities in which the person also holds the Directorship and the membership of the committees of Board (as on 11.05.2019)				
Board (Listed entities)	Nil	Nil	The Andhra Sugars Ltd.	Nil
Committees (Listed entities)	Nil	Nil	The Andhra Sugars Ltd. Nomination and Remuneration Committee - Member The Andhra Sugars Ltd. Stakeholders Relationship Committee : Chairman	Nil
Shareholding of as on 11.05.2019	3598525	Nil	Nil	Nil
Disclosure of relationships between directors inter-se	Harita Vasireddi - Managing Director is daughter. V V Prasad - Executive Director- Administration is brother.	NA	NA	NA

Particulars	Item No. 8	Item No. 9	Item No. 10
Name	<b>Smt. Harita Vasireddi</b>	<b>Shri Harriman Vungal</b>	<b>Shri Satya Sreenivas Neerukonda</b>
DIN	00242512	00242621	00269814
Designation	Managing Director	Executive Director Operations	Executive Director
Date of Birth	10.10.1974	10.10.1951	18.02.1976
Qualification	B. Pharm MBA (USA)	D. Tech (Toronto)	B. Pharm MBA (USA)
Expertise in specific functional areas	A Pharmacist and an MBA in Service Operations Management with over 21 years of experience in Leadership, Laboratory Business Management, Quality Management.	D.Tech. from Toronto, Canada with over 41 years of experience. He is one of the promoter Director of the company and has been its Director-Technical since inception	A global sales and business development professional with more than 20 years of rich experience in multiple markets and industries. Strong knowledge of Pharmaceutical, Biotechnology, Medical Device and Food industries.
Names of listed entities in which the person also holds the directorship and the membership of the committees of Board (as on 11.05.2019)			
Board (Listed entities)	Nil	Nil	Nil
Committees (Listed entities)	Nil	Nil	Nil
Shareholding of as on 11.05.2019	167954	1777166	Nil
Disclosure of relationships between directors inter-se	Dr S P Vasireddi - Non Executive Director & Chairman is father	NA	Shri V V Prasad - Executive Director - Administration is Father-in-Law.



**NOTES :**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice separately.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of such member. The proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of such member or number of members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
4. A member of a company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as its proxy unless such other person is also a member of such company.
5. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for this Annual General Meeting is enclosed.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company authorizing their representative to attend and vote on their behalf at the meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company by such intending person.
8. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
9. The Register of Members and Share Transfer Books will remain closed from Monday, July 22, 2019 to Saturday, July 27, 2019 (both days inclusive) for the purpose of Annual Closing for the financial year ended March 31, 2019.
10. Members whose shareholding is in electronic mode are requested to update the change of address, email IDs and change in bank account details, if any with the respective Depository Participant(s).
11. Members who are willing to claim dividends, which remain unclaimed, are requested to correspond with the Company at its registered office address. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, such dividends along with respective shares will be transferred to the Investor Education and Protection Fund as per the provisions of Section 124 of the Companies Act, 2013.
12. With a view to using natural resources responsibly, we request the members to update respective email addresses with your Depository Participants, if not already done, to enable the Company to send communications electronically.
13. The Annual Report 2018-19 is being sent through electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has specifically requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode or by any other mode as specifically requested.
14. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Amendment, Rules 2015 the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again. The Company has appointed M/s D Hanumanta Raju & Co., Hyderabad, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on Stock Exchange closing hours of July 19, 2019.
15. The instructions for e-voting, along with the Attendance slip and Proxy form are provided herewith as an insertion. A copy of the same is also available on Company's website [www.vimta.com](http://www.vimta.com) for reference.
16. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report 2018-19 is available on the Company's website, [www.vimta.com](http://www.vimta.com). Members who require physical copies may write to us at "shares@vimta.com"
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
18. All documents referred to in this Notice are available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.
19. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
20. Members are requested to bring their copy of Annual Report to the Meeting.

## **THE INSTRUCTIONS TO THE MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER**

- (i) The voting period begins at **9.30 am on Wednesday, July 24, 2019 and ends at 5.00 pm on Friday, July 26, 2019**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, July 19, 2019**, may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DIVIDEND BANK DETAILS OR DATE OF BIRTH (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

# Proxy Form

(Form No. MGT-11)

## [Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L24110TG1990PLC011977  
Name of the company : **Vimta Labs Limited**  
Registered office : Plot Nos. 141/2 & 142, IDA Phase II, Cherlapally, Hyderabad - 500 051  
E-mail : shares@vimta.com Web : www.vimta.com

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

I/We, being the member (s) having ..... shares in the above named company, hereby appoint

1. Name : 2. Name :  
Address : Address :  
E-mail Id : E-mail Id :  
Signature : Signature :  
or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Saturday the 27th day of July, 2019 at 03.00 P M at Regd. Office 141/2 & 142, IDA, Phase-II, Cherlapally, Hyderabad : 500051 and at any adjournment thereof in respect of such resolutions as are indicated below :

### Resolutions:

1. Adoption of Financial Statements 2. Approval of dividend 3. Appointment of Dr. S P Vasireddi (DIN : 00242288) who retires by rotation. 4. Ratification of remuneration of cost auditors 5. Appointment of Shri Gutta Purnachandra Rao as an Independent Non-Executive Director 6. Appointment of Shri Popuri Adeyya Chowdary (P A Chowdary) as an Independent Non-Executive Director 7. Appointment of Shri Sanjay Dave as an Independent Non-Executive Director 8. Re-appointment of Smt. Harita Vasireddi as Managing Director of the Company. 9. Re-appointment of Shri Harriman Vungal as Executive Director - Operations of the Company. 10. Appointment of Shri Neerukonda Satya Sreenivas as Executive Director of the Company. 11. Remuneration to Shri Sireesh Chandra Vungal Vice President - Information Technology

Signed this..... day of ....., 2019  
Signature of shareholder

Signature of Proxy holder(s)

Affix  
1 Rupee  
Revenue  
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

### ADMISSION SLIP

Name & Address of Member Foilo No. DP ID No. Client ID No.

I hereby record my attendance at the 29th Annual General Meeting of the Company, to be held on Saturday the 27th day of July, 2019 at 03.00 P M at Regd. Office 141/2 & 142, IDA, Phase-II, Cherlapally, Hyderabad : 500051

I certify that I am a registered member of the company and hold \_\_\_\_\_ shares.

Member's / Proxy's Signature

# Annual General Meeting of VIMTA LABS LIMITED ROUTE MAP

