

**MINUTES OF THE 20th ANNUAL GENERAL MEETING OF THE MEMBERS OF
VIMTA LABS LIMITED HELD ON THURSDAY SEPTEMBER 30, 2010 AT 10.00
A.M. AT PLOT NO.141/2 & 142, IDA, PHASE-II, CHERLAPALLY, HYDERABAD
500051**

Members present in person : 55
Members Present by Proxies : 3

Directors Present : Dr S P Vasireddi
Shri V Harriman
Shri V V Prasad
Ms Harita Vasireddi
Shri T S Ajai
Dr Subba Rao Pavuluri

In attendance : Shri A Venkata Ramana
Company Secretary & VP – Corp. Affairs

Shri P Sankaraiah
Vice President – Finance

Shri J Venkateswarlu
Chartered Accountants

Shri A Venkata Ramana, Company Secretary & VP-Corporate Affairs informed the members that the Register of Directors' Share holding maintained under Section 307 of the Companies Act, 1956 was placed before the meeting and kept open for inspection. He requested Dr S P Vasireddi, Chairman & Managing Director to chair the meeting and to commence the proceedings as there was requisite quorum.

Thereupon, Dr S P Vasireddi, Chairman & Managing Director chaired the meeting and declared that the requisite quorum for the meeting was present and called the meeting to order. He formally introduced his colleagues on the Board and the Auditors of the Company to the members.

CHAIRMAN'S SPEECH

The Chairman while welcoming all the members, has informed that year 2009-10 has been a year of proving technical capabilities and demonstrating compliance to various global regulations relevant to the various activities of the Company and has achieved the recognitions and approvals of First FDA audit and approval for drug testing, as per cGMP at Vimta Life Sciences facility, MHRA, UK audit for Bioavailability studies at Cherlapally facility, CAP (College of American Pathologists) accreditation for Clinical laboratory. He informed the members, that Vimta is the first and only Lab in the state of Andhra Pradesh to be accredited by CAP.

He also informed that the members the exports have gone up to 46% during 2009-10 fiscal as compared to 37% for the previous year. He informed that Vimta had the unique honor of entering into a partnership with United Nations Industrial Development Organisation (UNIDO) in launching a training initiative on September 20, 2010 under the banner of UNIDO-VIMTA South – South Training Facility for Testing Laboratories (UVSSTF).



He acknowledged, on his behalf and on behalf of other directors of the board, all Customers, Bankers, Technology Development Board, Associates, APIDC and Shareholders for the cooperation and assistance rendered to the Company and in particular VIMTA team for their continued, sincere, hard work, solidarity and dedicated services.

CONVENING OF PROCEEDINGS

Chairman requested the Members to take the notice of 20th Annual General Meeting, the Directors' Report and the Audited Accounts for the year ended 31st March, 2010 as read since they have already been circulated. Whereupon the members took them as read.

ORDINARY BUSINESS

Item No.1: Adoption of Audited Balance Sheet and Profit and Loss Account

Chairman briefed the members about the results of the Company for the financial year ended 31st March, 2010. He then requested the Auditor to read the Auditors' Report. Thereupon the members present at the meeting, unanimously requested the Chairman to take the Auditors Report as read.

Thereafter Mr K Kiran Kumar proposed the following resolution.

"RESOLVED that the Audited Balance Sheet as on 31st March, 2010 and Profit & Loss Account for the year ended 31st March, 2010 together with Schedules thereto and Notes forming part of the accounts, Cash Flow Statement and Directors' Report, Auditors' Report thereon be and are hereby taken as received, considered and adopted."

Prof Murly Narla seconded the above resolution.

After providing necessary clarifications to the members on the accounts, the resolution was put to vote by show of hands and it was carried unanimously.

Item No.2: Approval of Dividend

The Chairman has informed the members about proposal of dividend of 80 paise per equity share of Rs.2/- each on the equity shares for the year ended March 31, 2010.

Thereafter Mr J Buchi Babu proposed the following resolution.

"RESOLVED THAT Dividend of 40% i.e. 0.80 paise per equity share of Rs.2/- each be paid for the financial year 2009-10."

Mr A A V Ramakrishna seconded the above resolution.

Thereafter the Resolution was put to vote by show of hands and it was carried unanimously.



Item No.3 : Appointment of Shri T S Ajai as Director

Chairman informed the members that Shri T S Ajai retires by rotation at this meeting and being eligible offered himself for reappointment.

Thereafter Mr J Buchi Babu proposed the following resolution.

"RESOLVED THAT Shri T S Ajai who retires by rotation and being eligible offered himself for reappointment be and is hereby reappointed as Director liable to retire by rotation"

Ms V Sujani seconded the above resolution.

Chairman put the resolution to vote by show of hands and it was carried unanimously.

Item No.4 : Appointment of Prof D Balasubramanian as Director

Chairman informed the members that Prof D Balasubramanina retires by rotation at this meeting and being eligible offered himself for reappointment.

Thereafter Mr H Pallamarapu proposed the following resolution.

"RESOLVED THAT Prof D Balasubramanian who retires by rotation and being eligible offered himself for reappointment be and is hereby reappointed as Director liable to retire by rotation"

Mr J Buchi Babu seconded the above resolution.

Chairman put the resolution to vote by show of hands and it was carried unanimously.

Item No.5 : Appointment of Auditors

Chairman informed the members that M/s Sarathy & Balu, Chartered Accountants, Hyderabad, Auditors of the Company to hold office, if appointed, from the conclusion of this Meeting upto the conclusion of next Annual General Meeting. He requested the members to pass the following resolution as an Ordinary Resolution for their appointment in terms of Section 224 of the Companies Act, 1956.

Thereafter Mr G Chandra Mohan proposed the following resolution.

"RESOLVED that M/s Sarathy & Balu, Chartered Accountants, Hyderabad, the retiring Auditors of the Company, be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting of the company on such remuneration as may be decided by the Board of Directors of the Company in addition to reimbursement of all out-of-pocket expenses in connection with Audit of the Accounts of the company."

Mr H Pillamarapu & Prof Murly Narla seconded the above resolution.

Chairman put the resolution to vote by show of hands and it was carried unanimously.



SPECIAL BUSINESS

For the purpose of discussing the business as laid down under Item No.6 to 9 of Agenda the members unanimously elected Dr Subba Rao Pavuluri to Chair the meeting as Dr S P Vasireddi, Chairman & Managing Director is interested in the Resolutions.

Chairman informed the members that the term of appointment of Managerial personnel expired on March 31, 2010. Accordingly the Board has renewed the terms of appointments as recommended by Remuneration Committee and re-appointed Dr S P Vasireddi as Managing Director, Vungal Harriman as Director Technical, V V Prasad as Executive Director and Harita Vasireddi as Director Quality of the Company for a period of 3 (three) years commencing from March 26, 2010.

Item No 6 : Appointment of Dr S P Vasireddi, Managing Director

Mr H Pillamarapu proposed the following special resolution.

“RESOLVED that subject to the provisions of Sections 269 read with Schedule XIII, 198,309,310,311 and other applicable provisions, if any, of the Companies Act, 1956 Dr S P Vasireddi be and is hereby appointed as Managing Director of the company for a period of 3 years with effect from 26.03.2010 on the following terms and conditions.

Remuneration:

I. Salary

Rs. 48,00,000/- per annum

II. Commission

Commission on the net profits of the Company as allowed under the provisions of the Companies Act, 1956 and as may be decided by the board of directors and remuneration committee.

III. Allowances

a) Medical Reimbursement

Reimbursement of medical expenses actually incurred for self and family including dependent mother and father, subject to a maximum ceiling of one month salary per annum.

b) Leave Travel Concession

For self and family including dependent mother and father, to and fro from any place in India, once in a year subject to a maximum ceiling of one month salary per annum.



IV. Perquisites

a) **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.

b) **Gratuity**

As per the rules of the Company, at the rate not exceeding one-half month's salary for each completed year of service.

c) **Encashment of Leave**

Encashment of leave will be paid as per the rules of the company.

d) **Telephone and Car**

Company telephone at residence and car for business purposes.

e) **Personal accident insurance**

Personal accident insurance will be paid as per the rules of the company."

"Resolved further that in addition to the above remuneration, Dr S P Vasireddi is eligible to draw up to a maximum of Rs.36,00,000/- per annum at the end of each financial year, as the Board may deem fit, within in the over all permissible limits under the provisions of the Companies Act, 1956 and other applicable provisions, if any, with respect to payment of remuneration to the Managing Director and other Whole time Directors.

Minimum Remuneration:

"Resolved further that in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Dr S P Vasireddi, the payment of salary, perquisites and other allowances shall be governed by the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof, as may, for the time being, be in force."

Ms D Anuradha seconded the above resolution.

Chairman put the resolution to vote by show of hands and it was carried unanimously.



Item No 7 : Appointment of Shri Vungal Harriman, Director Technical

Mr Subba Rao proposed the following special resolution.

“RESOLVED that subject to the provisions of Sections 269 read with Schedule XIII, 198,309,310,311 and other applicable provisions, if any, of the Companies Act, 1956, Vungal Harriman be and is hereby appointed as Director Technical of the company for a period of 3 years with effect from 26.03.2010 on the following terms and conditions:

Remuneration:

I. Salary

Rs. 48,00,000/- per annum

II. Commission

Commission on the net profits of the Company as allowed under the provisions of the Companies Act, 1956 and as may be decided by the board of directors and remuneration committee.

III. Allowances

a) Medical Reimbursement

Reimbursement of medical expenses actually incurred for self and family including dependent mother and father, subject to a maximum ceiling of one month salary per annum.

b) Leave Travel Concession

For self and family including dependent mother and father, to and fro from any place in India, once in a year subject to a maximum ceiling of one month salary per annum.

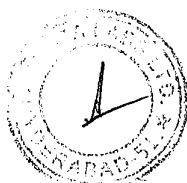
IV. Perquisites

a) 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.

b) Gratuity

As per the rules of the Company, at the rate not exceeding one-half month's salary for each completed year of service.



c) **Encashment of Leave**

Encashment of leave will be paid as per the rules of the company.

d) **Telephone and Car**

Company telephone at residence and car for business purposes.

e) **Personal accident insurance**

Personal accident insurance will be paid as per the rules of the company.

Minimum Remuneration:

“Resolved further that in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Vungal Harriman, the payment of salary, perquisites and other allowances shall be governed by the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof, as may, for the time being, be in force.”

Mr J Buchi Babu seconded the above resolution:

Chairman put the resolution to vote by show of hands and it was carried by majority.

Item No 8 : Appointment of V V Prasad, Executive Director

Prof Murly Narla proposed the following special resolution.

“RESOLVED that subject to the provisions of Sections 269 read with Schedule XIII, 198,309,310,311 and other applicable provisions, if any, of the Companies Act, 1956 V V Prasad be and is hereby appointed as Executive Director of the company for a period of 3 years with effect from 26.03.2010 on the following terms and conditions:

Remuneration:

I. **Salary**

Rs. 48,00,000/- per annum

II. **Commission**

Commission on the net profits of the Company as allowed under the provisions of the Companies Act, 1956 and as may be decided by the board of directors and remuneration committee.



III. Allowances

a) Medical Reimbursement

Reimbursement of medical expenses actually incurred for self and family including dependent mother and father, subject to a maximum ceiling of one month salary per annum.

b) Leave Travel Concession

For self and family including dependent mother and father, to and fro from any place in India, once in a year subject to a maximum ceiling of one month salary per annum.

IV. Perquisites

a) 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.

b) Gratuity

As per the rules of the Company, at the rate not exceeding one-half month's salary for each completed year of service.

c) Encashment of Leave

Encashment of leave will be paid as per the rules of the company.

d) Telephone and Car

Company telephone at residence and car for business purposes.

e) Personal accident insurance

Personal accident insurance will be paid as per the rules of the company.

Minimum Remuneration:

"Resolved further that in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of V V Prasad, the payment of salary, perquisites and other allowances shall be governed by the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof, as may, for the time being, be in force."

Mr K Kiran Kumar seconded the above resolution.

Chairman put the resolution to vote by show of hands and it was carried by majority.



Item No 9 : Appointment of Harita Vasireddi, Director Quality

Mr K J Srinivasa Rao proposed the following special resolution.

“RESOLVED that subject to the provisions of Sections 269 read with Schedule XIII, and sections 198,309,310,311 and other applicable provisions, if any, of the Companies Act, 1956 Harita Vasireddi be and is hereby appointed as Director Quality of the company for a period of 3 years with effect from 26.03.2010 on the following terms and conditions :

Remuneration:

I. Salary

Rs. 48,00,000/- per annum

II. Commission

Commission on the net profits of the Company as allowed under the provisions of the Companies Act, 1956 and as may be decided by the board of directors and remuneration committee.

III. Allowances

a) Medical Reimbursement

Reimbursement of medical expenses actually incurred for self and family including dependent mother and father, subject to a maximum ceiling of one month salary per annum.

b) Leave Travel Concession

For self and family including dependent mother and father, to and fro from any place in India, once in a year subject to a maximum ceiling of one month salary per annum.

IV. Perquisites

a) Pension / Superannuation Fund

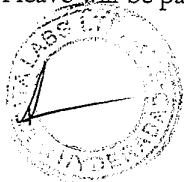
Company's contribution to Provident Fund, Superannuation Fund or annuity fund in accordance with the Scheme of the Company to the extent these either singly or put together are not taxable under Income Tax Act,1961.

b) Gratuity

As per the rules of the Company, at the rate not exceeding one-half month's salary for each completed year of service.

c) Encashment of Leave

Encashment of leave will be paid as per the rules of the company.



d) Telephone and Car

Company telephone at residence and car for business purposes.

e) Personal accident insurance

Personal accident insurance will be paid as per the rules of the company.

Minimum Remuneration:

“Resolved further that in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Harita Vasireddi, the payment of salary, perquisites and other allowances shall be governed by the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof, as may, for the time being, be in force.”

Mr J Buchi Babu seconded the above resolution.

Chairman put the resolution to vote by show of hands and it was carried by majority.

There being no other business, the meeting was terminated with a vote of thanks to the Chair.

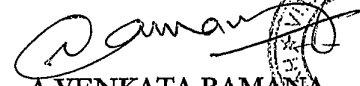
Date : 12.10.2010

Sd/-
CHAIRMAN

//True copy //

Place : Hyderabad
Date : 13.10.2010

for VIMTA LABS LIMITED


A VENKATA RAMANA
Company Secretary & VP-Corp Affairs

