

**Vimta Labs Limited**

Registered Office  
142, IDA Phase II, Cherlapally  
Hyderabad-500 051, India  
T : +91 40 2726 4141  
F : +91 40 2726 3657



VLL\10\S-004\2020\  
Date : 17.02.2020

Listing Centre  
BSE Limited  
PJ 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  
**Symbol : VIMTALABS**

Dear Sir/Madam,

Sub: Submission of Postal Ballot Notice.

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Postal Ballot Notice and form which are being sent to all the members on record as on Friday, February 14, 2020 (“Cut-off date”) seeking the member’s approval with respect to the resolution(s) to be passed through Postal Ballot.

The Company is providing e-voting facility to the members through electronic voting platform of Central Depository Services (India) Limited (CDSL). The e-voting will commence from 10:00 a.m. on Friday, February 21, 2020 and ends at 05:00 p.m. on Saturday, March 21, 2020.

Copy of the Postal Ballot Notice is available in the Company’s website i.e. <http://www.vimta.com/financials>.

Thanking you,

Yours faithfully,  
for VIMTA LABS LIMITED

Sujani Vasireddi  
Company Secretary

Encl : as above.

# VIMTA LABS LIMITED

(CIN: L24110TG1990PLC011977)

Regd. Office: Plot No. 142, IDA, Phase-II, Cherlapally, Hyderabad, Telangana - 500051 India

Phone: 040-27264141, e-mail: Shares@vimta.com, Website: www.vimta.com

## POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013)*

Dear Member (s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities 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) the resolutions appended below are proposed to be passed by the Members as Special Resolutions by way of Postal Ballot / Electronic Voting (e-voting). The statements pertaining to these resolutions setting out the material facts thereof is annexed hereto along with a Postal Ballot Form for your consideration and voting.

The Members are requested to carefully read the instructions printed in the Notice and on the Postal Ballot Form and follow the same for voting.

### Special Business

#### Item No. 1

**Approval of payment of remuneration to Smt. Harita Vasireddi (DIN: 00242512) 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 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and pursuant to provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the consent and approval of the Members of the Company be and is hereby accorded for the payment of remuneration to Smt. Harita Vasireddi (DIN: 00242512), Managing Director of the Company, as per the terms of her appointment and remuneration approved by the Members at the 29th Annual General Meeting (AGM) held on 27th July, 2019, for a period of 3 (three) years w.e.f. 14th July, 2019 and also to ratify the remuneration paid for the financial year 2019-20.

**"RESOLVED FURTHER THAT** in case of inadequacy of profits, the remuneration i.e. salary and perquisites (except performance variable remuneration by way of % on net profits) as approved by the members at the 29th AGM, be paid as minimum remuneration to the Managing Director for a period of 3 (three) years w.e.f. 14th July, 2019."

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Secretary of the Company thereof 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

**Approval of payment of remuneration to Shri. Harriman Vungal (DIN: 00242621) 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 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and pursuant to provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the consent and approval of the Members of the

Company be and is hereby accorded for the payment of remuneration to Shri. Harriman Vungal (DIN: 00242621), Executive Director – Operations of the Company, as per the terms of his appointment and remuneration approved by the Members at the 29th Annual General Meeting (AGM) held on 27th July, 2019 for a period of 2 (two) years w.e.f. 14th July, 2019 and also to ratify the remuneration paid for the financial year 2019-20.

**“RESOLVED FURTHER THAT** in case of inadequacy of profits, the remuneration i.e. salary and perquisites (except performance variable remuneration by way of % on net profits) as approved by the members at the 29th AGM be paid as minimum remuneration to the Executive Director- Operations for a period of 2 (two) years w.e.f. 14th July, 2019.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Secretary of the Company thereof 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**

**Approval of payment of remuneration to Shri. Neerukonda Satya Sreenivas (DIN: 00269814) 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 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and pursuant to provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the consent and approval of the Members of the Company be and is hereby accorded for the payment of remuneration to Shri Neerukonda Satya Sreenivas (DIN: 00269814), Executive Director of the Company, as per the terms of his appointment and remuneration approved by the Members at the 29th Annual General Meeting (AGM) held on 27th July, 2019, for a period of 3 (three) years w.e.f. 14th July, 2019 and also to ratify the remuneration paid for the financial year 2019-20.

**“RESOLVED FURTHER THAT** in case of inadequacy of profits, the remuneration i.e. salary and perquisites (except performance variable remuneration by way of % on net profits) as approved by the members at the 29th AGM, be paid as minimum remuneration to the Executive Director for a period of 3 (three) years w.e.f. 14th July, 2019.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Secretary of the Company thereof 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. 4**

**Approval for ratification of payment of remuneration to Shri. Veerabhadra Prasad Vasireddi (DIN: 00242355) former Executive Director – Administration 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 Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and pursuant to provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the consent and approval of the Members of the Company be and is hereby accorded for the ratification of payment of remuneration to Shri. Veerabhadra Prasad Vasireddi (DIN: 00242355) former Executive Director – Administration of the Company, for a period starting from 1st April 2019 to 14th July 2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Secretary of the Company thereof 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.”

By Order of the Board

Date: 30.01.2020  
Place: Hyderabad

**Sujani Vasireddi**  
Company Secretary

## STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

In terms of provisions of Regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any remuneration payable to the Executive Directors who are promoters or members of the promoter group in excess of Rs. 5 Crore or 2.5% of the net profits to one such Director or 5% of net profits in aggregate to all such directors will require approval of the members of the Company by way of a Special Resolution.

Approval of members of the Company is required by way of a special resolution under Section II of Schedule V to the Companies Act, 2013 as the profits may not be adequate to pay remuneration under the provisions of section 197 of the Companies Act, 2013. Further, the terms of her remuneration as approved by the Members at the 29th Annual General Meeting (AGM) held on 27th July 2019 shall remain unchanged. However, in case the Company's profits are inadequate, remuneration by way of salary, perquisites and allowances (excluding performance variable remuneration) as stated in the resolution approved by the Members at the 29th AGM shall be paid as minimum remuneration under the provisions of Section II of Schedule V to the Companies Act, 2013, as amended from time to time to the Managing Director for a period of 3 (three) years w.e.f. 14th July, 2019.

The Board approved the above proposal at their meeting held on 30th January, 2020 after considering the valuable contributions of Smt. Harita Vasireddi in the growth of the Company and remuneration commensurate for the similar positions in the companies of the like size. Accordingly, it was proposed to seek approval of the members in the form of Special Resolution as required under the Listing Regulations and Companies Act.

Smt. Harita Vasireddi, Managing Director holds 1,67,964 equity shares in the company.

Except Smt. Harita Vasireddi, Managing Director and Dr S P Vasireddi, Non- Executive Chairman being father of Smt. Harita Vasireddi, none of the other Directors/Key Managerial Personnel are in anyway concerned or interested in the special business set out at item no. 1.

Statement of Information pursuant to Schedule V, Section – II of the Companies Act, 2013 is attached herewith as Annexure -1.

### Item No. 2

In terms of provisions of Regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any remuneration payable to the Executive Directors who are promoters or members of the promoter group in excess of Rs. 5 Crore or 2.5% of the net profits to one such Director or 5% of net profits in aggregate to all such directors will require approval of the members of the Company by way of a Special Resolution.

Approval of Members of the Company is required by way of a special resolution under Section II of Schedule V to the Companies Act, 2013 as the profits may not be adequate to pay remuneration under the provisions of section 197 of the Companies Act, 2013. Further, the terms of his remuneration as approved by the Members at the 29th Annual General Meeting (AGM) held on 27th July, 2019 shall remain unchanged. However, in case the Company's profits are inadequate, remuneration by way of salary, perquisites and allowances (excluding performance variable remuneration) as stated in the resolution approved by the Members at the AGM shall be paid as minimum remuneration under the provisions of Section II of Schedule V to the Companies Act, 2013, as amended from time to time to the Executive Director - Operations for a period of 2 (two) years w.e.f. 14th July, 2019.

The Board approved the above proposal at their meeting held on 30th January, 2020 after considering the valuable contributions of Shri. Harriman Vungal in the growth of the Company and remuneration commensurate for the similar positions in the companies of the like size. Accordingly, it was proposed to seek approval of the members in the form of Special Resolution as required under the Listing Regulations and Companies Act.

Shri Harriman Vungal, Executive Director – Operations holds 17,77,893 equity shares of the Company.

Except, Shri. Harriman Vungal none of the other Directors/Key Managerial Personnel are in anyway concerned or interested in the special business set out at item no. 2.

Statement of Information pursuant to Schedule V, Section – II of the Companies Act, 2013 is attached herewith as Annexure -1.

### Item No. 3

In terms of provisions of Regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any remuneration payable to the Executive Directors who are promoters or members of the promoter group in excess of Rs. 5 Crore or 2.5% of the net profits to one such Director or 5% of net profits in aggregate to all such directors will require approval of the members of the Company by way of a Special Resolution.

Approval of Members of the Company is required by way of a special resolution under Section II of Schedule V to the

Companies Act, 2013 as the profits may not be adequate to pay remuneration under the provisions of section 197 of the Companies Act, 2013. Further, the terms of his remuneration as approved by the Members at the 29th Annual General Meeting (AGM) held on 27th July, 2019 shall remain unchanged. However, in case the Company's profits are inadequate, remuneration by way of salary, perquisites and allowances (excluding performance variable remuneration) as stated in the resolution approved by the Members at the AGM shall be paid as minimum remuneration under the provisions of Section II of Schedule V to the Companies Act, 2013, as amended from time to time to the Executive Director for a period of 3 years w.e.f. 14th July, 2019.

The Board approved the above proposal at their meeting held on 30th January, 2020 after considering the valuable contributions of Shri. Neerukonda Satya Sreenivas in the growth of the Company and remuneration commensurate for the similar positions in the companies of the like size. Accordingly, it was proposed to seek approval of the members in the form of Special Resolution as required under the Listing Regulations and Companies Act.

Shri. Neerukonda Satya Sreenivas, Executive Director does not hold any shares in the Company.

Except Shri. Neerukonda Satya Sreenivas, Executive Director and Smt. Sujani Vasireddi, Company Secretary and Key Managerial Personnel being wife of Shri Neerukonda Satya Sreenivas, none of the other Directors/Key Managerial Personnel are in anyway concerned or interested in the special business set out at item No. 3.

Statement of Information pursuant to Schedule V, Section – II of the Companies Act, 2013 is attached herewith as Annexure -1.

#### Item No. 4

In terms of provisions of Regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any remuneration payable to the Executive Directors who are promoters or members of the promoter group in excess of Rs. 5 Crore or 2.5% of the net profits to one such Director or 5% of net profits in aggregate to all such directors will require approval of the members of the Company by way of a Special Resolution.

Further, members at the 26th AGM held on 2nd September, 2016 vide their resolution dated 15th July, 2016 had appointed Shri Veerabhadra Prasad Vasireddi as, Executive Director – Administration (DIN: 00242355), for the period from 15th July, 2016 to 14th July, 2019 i.e. 3 (three) years. In view of this, it is proposed to seek the approval of members by way of special resolution under Listing Regulations to ratify the remuneration paid to Shri Veerabhadra Prasad Vasireddi for the period from 01st April, 2019 to 14th July, 2019.

The Board approved the above proposal at their meeting held on 30th January, 2020 after considering the valuable contributions of Shri. Veerabhadra Prasad Vasireddi in the growth of the Company and remuneration commensurate for the similar positions in the companies of the like size. Accordingly, it was proposed to seek approval of the members in the form of Special Resolution as required under the Listing Regulations.

Shri. Veerabhadra Prasad Vasireddi, former Executive Director- Administration holds 14,63,515 equity shares of the Company.

Except, Shri. Veerabhadra Prasad Vasireddi and Dr S P Vasireddi, Non - Executive Chairman being the brother of Shri. Veerabhadra Prasad Vasireddi and Neerukonda Satya Sreenivas, Executive Director, being the Son-in-law of Shri. Veerabhadra Prasad Vasireddi and Smt. Sujani Vasireddi, Company Secretary and Key Managerial Personnel being daughter of Shri Veerabhadra Prasad Vasireddi, none of the other Directors/Key Managerial Personnel are in anyway concerned or interested in the special business set out at item no. 4.

Statement of Information pursuant to Schedule V, Section – II of the Companies Act, 2013 is attached herewith as Annexure -1.

By Order of the Board

Date: 30.01.2020

Place: Hyderabad

**Sujani Vasireddi**  
Company Secretary

## 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 Financial Year ended 31st March 2019	₹ in Millions
Net Sales and Other Income	2145.68
Operating Profit (Before Interest, Depreciation and Tax) (PBIDT)	594.71
Profit Before Depreciation & Tax (PBDT)	548.64
Profit Before Tax (PBT)	351.41
Profit After Tax (PAT)	248.30

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

#### II. Information about the Appointees:

##### 1. Background Details

- a. **Smt. Harita Vasireddi:** Smt. Harita Vasireddi, aged 46 years is the Managing Director of the Company. She has a Bachelor's degree in Pharmacy from JSS College of Pharmacy, Mysore and a Master's degree in Business Administration from Boston College, with over 22 years of experience and successful track record in Contract Research and Testing Business Management.
- b. **Shri. Harriman Vungal:** Shri. Harriman Vungal, aged 69 years is the Executive Director - Operations of the Company. He is a 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.
- c. **Shri. Neerukonda Satya Sreenivas:** Shri. Neerukonda Satya Sreenivas aged 44 years is the Executive Director of the Company. He holds a Masters of Business Administration degree in MIS from University of Oklahoma, USA and a bachelor's degree in Pharmacy from Nagpur University, India. He is a global sales and business development professional with more than 20 years of rich experience in multiple markets and industries. He has a strong knowledge of Pharmaceutical, Biotechnology, Medical Device and Food industries with a proven track record of building and growing sustained revenue from Indian and US markets in contract research and testing verticals, such as preclinical, clinical, analytical and biopharma.
- d. **Shri. Veerabhadra Prasad Vasireddi:** Shri. Veerabhadra Prasad Vasireddi aged 68 years, is a graduate in commerce with over 41 years of business administration experience. He is one of the Promoter Directors of the Company and was the Executive Director - Administration, from inception to 14th July, 2019.

##### 2. Past Remuneration:

During the Financial Year ended 31st March 2019, Smt. Harita Vasireddi, Managing Director, Shri. Harriman Vungal, Executive Director Operations and Shri. Veerabhadra Prasad Vasireddi, Executive Director - Administration were paid total managerial remuneration of Rs.1,24,32,000/- and Shri. Neerukonda Satya Sreenivas in the capacity of Senior Vice President & Global Head Business Development was paid a total salary amount of Rs. 59,74,752/-.

##### 3. Recognition or Awards:

The Company has won several prestigious awards, recognitions and unique approvals in the fields of testing, and for its contributions to the industries it serves.

2019 - Vimta is recognized as a National Referral Laboratory, by FSSAI (Food Safety and Standards Authority of India), for testing of water and beverages.

2018, 2019 - Vimta was presented the award of honor at the Applied Pharmaceutical Analytics event, organised by Boston International Conferences.

2017 - Vimta was presented with Indian Agribusiness Excellence Award for “Food Testing & Research to maintain World Class Standards”.

2009 - Vimta has been the only laboratory in India which is approved by EU (European Union) for testing PCP (Pentachlorophenol) in guar gum exports from India to Europe.

2008 - Vimta is the 1st laboratory in Asia to be pre-qualified by WHO (World Health Organization) for Good Practices for Quality Control Laboratories.

2006 - Vimta was presented with the ‘Outstanding CRO (Contract Research Organisation) Management Award’ by the Indian Drugs Manufacturers’ Association.

2004 - Vimta is one of the 1st laboratories in India to be approved by APEDA (The Agricultural and Processed Food Products Export Development Authority)

2003, 2004 and 2005 - Vimta bagged awards for ‘Outstanding Exports in the Business Services Category’ for 3 (three) consecutive years, from the FIEO (Federation of Indian Export Organizations), Ministry of Commerce, and Government of India.

1986 - Vimta is the 1st Ministry of Environment and Forests, Government of India notified laboratory in the country under Environment Protection Act 1986.

#### 4. Job Profile and their suitability:

##### a. Smt. Harita Vasireddi:

As Managing Director, Harita Vasireddi provides strategic direction for growth and is responsible for overall Company operations. In 1998 Harita joined as Vimta’s Operations Manager for its Joint Venture (Vimta-Rostest) with GOSSTANDART, Russia, and was integral to the success of the Joint Venture where she was successful in managing a multi-site testing and inspection operation, while engaging with several key customers in India and Russia. She later moved to the parent Company Vimta Labs Limited in 2002, as Director-Projects where she held multiple project specific lead roles of Key Account Manager for the company’s Pharma services vertical. As a Key Account Manager, she was responsible for relationship building and account management for several primary overseas customers.

She later changed roles as Director-Quality and played a pivotal role in leading the company’s initiation and adoption of GMPs (Good Manufacturing Practices), and built a successful international regulatory track record for the company. A successful regulatory track record has been key to the growth of Pharma services in India and overseas. Advancing into the role of Managing Director in 2013, Harita has since contributed significantly to Vimta’s growth in terms of revenue, margin, and customer and employee satisfaction. She has led her team to achieve close to 100% growth in sales in 6 (six) years.

##### b. Shri. Harriman Vungal:

Shri. 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 an 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 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.

##### c. Shri. Neerukonda Satya Sreenivas:

As a global sales and business development professional with more than 20 years of rich experience in multiple markets and industries, he 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.

**d. Shri. Veerabhadra Prasad Vasireddi:**

Shri. Veerabhadra Prasad Vasireddi was entrusted with substantial powers of management for all the administrative affairs of the Company under the superintendence and direction of the Board. He was responsible for administrative activities and was also involved in the long term development activities of human resource capital for the Company. Coupled with his rich experience, he was always committed to ensure good governance and statutory compliances both in letter and spirit while pursuing long term interest of all administration related stakeholders.

**5. Remuneration Proposed:**

There is no change in the terms of appointment and remuneration of the above mentioned Managerial Personnel as was approved by the Members at the 29th Annual General Meeting held on 27th July 2019. The approval is sought as per the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V and regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**6. 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):**

In spite of the executive remuneration of the industry has increased manifold, taking into consideration of the size of the Company, the profile of Smt. Harita Vasireddi, Shri. Harriman Vungal, Shri. Neerukonda Satya Sreenivas and Shri. Veerabhadra Prasad Vasireddi and the responsibilities shouldered on him/ her, the aforesaid remuneration package commensurate with the remuneration package paid to managerial position in other companies.

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

Smt. Harita Vasireddi, Managing Director belongs to promoter group. Shri. Harriman Vungal, Executive Director – Operations is a promoter Director, Shri. Neerukonda Satya Sreenivas, Executive Director is Son-in-Law of Shri. Veerabhadra Prasad Vasireddi who is a Promoter of the Company and Smt. Sujani Vasireddi as Company Secretary and a Key Managerial Personnel and a member of promoter group is wife of Shri. Neerukonda Satya Sreenivas.

**III. OTHER INFORMATION:**

**Reasons for inadequacy of profits:**

Reduction in revenues leading to inadequate profits was primarily due to relatively low demand from customers in pharmaceutical industry for their contract research and testing services, and price pressures in a competitive environment. During the first quarter of this year a sluggishness in the projects pipeline and materialization was experienced from the pharma customers, which was due to a lag in customers' internal R&D, in addition to the general market slowdown experienced in the country. Significant pricing pressure from the competition was experienced for some of the services. Owing to these factors, despite the best efforts from Management, the financial performance of the Company was not as per the expectation during first half of the year.

**Steps taken or proposed to be taken for improvement:**

It is the Company's endeavour and commitment to continuously create sustainable value for its stakeholders. In spite of some challenging market conditions that were beyond Company's control, the Vimta team has worked very hard to bring back sales to the earlier growth numbers. Q3 results reflect normalized business activity.

Company has put in more business development bandwidth by focusing intensely on its core laboratory strengths and increased sales in the analytical field. Partnerships in business development have been established in new geographies, which are expected to yield more business in future. A technology solutions division has been created within the Company that is focused on creating IT solutions to enhance the people productivity and operations profitability, to counter price pressures in the market.

Commitment to innovation: Company during its 35 years lifecycle has constantly innovated its services and enhanced the services portfolio to grow sales. Pursuing this core strategy of the Company, electrical and electronics testing services are being introduced.

**IV. DISCLOSURES:**

The disclosures envisaged to be furnished under this head have been disclosed in the Corporate Governance Report forming part of the Directors' Report for the FY 2018-19 and as such, the company is in compliance of the said provision, hence, the said details are not being included herein.

By Order of the Board

Date: 30.01.2020  
Place: Hyderabad

**Sujani Vasireddi**  
Company Secretary



**NOTES:**

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out the material facts is annexed herewith.
2. Voting rights are reckoned on the shares registered in the name of the Shareholders as on 14.02.2020.
3. You are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed, in the attached self – addressed Business Reply Envelope so as to reach the Scrutinizer on or before 21.03.2020.
4. The Company has appointed Shri Datla Hanumanta Raju, a Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The Scrutinizer address is as below:-

CS Datla Hanumanta Raju  
FCS: 4044; COP: 1709

Or

CS Shaik Razia  
FCS: 7122; COP: 7824  
Partners

D. Hanumanta Raju & Co  
Company Secretaries  
B-13, F-1, P.S. Nagar, Vijayanagar Colony,  
Hyderabad – 500057.

5. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or in his absence, by one of the Whole Time Director authorized by the Chairman, on 23.03.2020 at 05:00 P.M. at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put on the Company's website [www.vimta.com](http://www.vimta.com). The resolution, if approved, will be taken as passed effectively on the date of declaration of results.
6. Company also offers e-Voting facility. Please see the instruction below for details:  
In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the Company also offers e-voting facility to all the shareholders. For this purpose, the Company has signed an agreement with Central Depository Services Limited (CDSL) for facilitating e-voting and is pleased to offer e-voting facility as an alternate, for its Shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. e-voting is Optional.
7. Shareholders' who have registered their e-mail IDs for receipt of documents in electronic mode as prescribed under the Rule 35 of the (Incorporation) Rules, 2014 are sent Notice of Postal Ballot etc. by e-mail through CDSL and other shareholders are sent by post along with Postal Ballot Forms and Self-addressed Business Reply Envelopes.
8. Shareholders to whom documents have been sent physically have the option to vote either thru e-voting or through Postal Ballot Form. In case shareholder who have received Notice of Postal Ballot through e-mail but who wish to vote through Ballot Form can download the Ballot form from the link [www.vimta.com](http://www.vimta.com) or seek duplicate form from R & T Agents, M/s. CIL Securities Limited, Unit: VLL, Regd. office: 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001 Telangana, fill in the details and send the same to Scrutinizer by Post at the address given in Sr. No. 4 above or on before 21.03.2020.
9. **The instructions for shareholders voting electronically are as under:**
  - i. The voting period begins on 21.02.2020 at 10:00 A.M and ends on 21.03.2020 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14.02.2020 may cast their vote electronically. The e-voting module shall 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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>
Dividend Bank Details	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.
Or Date of Birth (DOB)	❖ 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).

- 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> 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. Note for Non – Individual Shareholders and Custodians
  - a. 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.
  - b. 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).
  - c. 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.
  - d. 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.
  - e. 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.
- xix. 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)



# VIMTA LABS LIMITED

(CIN: L24110TG1990PLC011977)

Regd. Office: Plot No. 142, IDA, Phase-II, Cherlapally, Hyderabad, Telangana - 500 051, India  
Phone: 040-27264141, E-mail: Shares@vimta.com, Website: www.vimta.com

## POSTAL BALLOT FORM

Serial No: \_\_\_\_\_

1. Name & Address of the Sole/ First named member:
2. Name(s) of the joint holder (s), if any:
3. Registered Folio No./ DP ID & Client ID No\*:  
(Applicable to Members holding shares in dematerialised form)
4. No. of Equity Shares held:
5. I / we hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 30th January 2020 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

S. No.	Description of the Special Resolution	No. of Equity Shares for which vote cast	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Approval of payment of remuneration to Smt. Harita Vasireddi (DIN: 00242512) Managing Director of the Company.			
2.	Approval of payment of remuneration to Shri. Harriman Vungal (DIN: 00242621) Executive Director - Operations of the Company.			
3.	Approval of payment of remuneration to Shri Neerukonda Satya Sreenivas (DIN: 00269814) Executive Director of the Company.			
4.	Approval for ratification of payment of remuneration to Shri Vceerabhadra Prasad Vasireddi (DIN: 00242355) former Executive Director – Administration of the Company.			

Date:

Place:

(Signature of the Member)

### ELECTRONIC VOTING PARTICULARS

Company's EVSN / EVEN	User Id	Password Your PAN / Sequence No.
<b>200217006</b>		

The e-voting facility will be available during the following voting period

Commencement of e-voting	End of e-voting
21-02-2020	21-03-2020

Last date for receipt of the Postal Ballot form by the scrutinizer 21st March, 2020 (before the close of working hours i.e., 17:00 hours). Please note that any Postal ballot form(s) received after the date will be treated as not having been received. If the voting rights are exercised electronically; there is no need to use this Postal Ballot Form.

**Note: Please read the instructions printed over leaf carefully before exercising your vote.**

## INSTRUCTIONS FOR VOTING IN PHYSICAL MODE

1. A Member desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it in the enclosed self-addressed postage pre-paid business reply envelope (bearing the address of the Scrutinizer), so as to reach the Scrutinizer on or before 21st March, 2020 (05:00 P.M.). Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has not been received.
2. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
3. The Postal Ballot Form should be duly completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company / RTA. A Member may sign the Postal Ballot Form through an Attorney appointed specifically for the purpose, in which case an attested true copy of Power of Attorney should be attached to the Postal Ballot Form.
4. In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authorisation together with the attested specimen signature(s) of the authorised signatory(ies).
5. The votes should be cast either in favour or against the Resolution by putting the tick (✓) mark in the column provided for "assent" or "dissent". Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
6. There shall be one Postal Ballot for every Folio/DP ID Client ID irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the record date of Friday, 14th February, 2020.
7. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected. Form which is defaced or mutilated in such a way that its identity as a genuine Form cannot be established will be treated as invalid.
8. Any amendment to the Resolution or imposition of any condition by any Member while exercising his/her/its vote shall render the Postal Ballot Form invalid.
9. Member(s) are requested not to send any other paper (other than the Resolution/Authorisation as mentioned at Point No. 4 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope and any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Point No. (1) above.