



Driven by Quality. Inspired by Science.



# 35<sup>th</sup> ANNUAL REPORT 2025

quality

integrity

respect

**Vimta Labs Limited**

CIN: L24110TG1990PLC011977

Notice Calling

**35<sup>th</sup> Annual General Meeting**



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## NOTICE

**NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of Vimta Labs Limited ("the Company") will be held on Friday, 06<sup>th</sup> June, 2025 at 10:00 a.m. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the registered office of the company at Plot No. 141/2 & 142, IDA, Phase II, Cherlapally, Hyderabad, Telangana – 500051 India.**

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the company for the financial year ended 31<sup>st</sup> March 2025 together with the report of the Board of Directors and the Auditors of the company thereon.
2. To declare a Dividend of ₹ 2/- per equity share for the financial year ended 31<sup>st</sup> March, 2025.
3. To appoint a director in place of Mr. Satya Sreenivas Neerukonda (DIN: 00269814) who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation. Upon reappointment, the Director will continue to be the Executive Director for the rest of his tenure as per the terms of his appointment.

### SPECIAL BUSINESS:

4. **Ratification of remuneration of cost auditors for financial year ended 31<sup>st</sup> March 2026.**

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("the Act") 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 as recommended by the Audit Committee and duly approved by the Board of Directors, remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) plus applicable GST, fixed to M/s Lavanya & Associates, Cost Accountants, Hyderabad (Firm Regn. No. 101257), Cost Auditors, for conducting Audit of cost records of the company for the Financial Year ending 31<sup>st</sup> March 2026 be and is hereby ratified."

5. **Appointment of Secretarial Auditor**

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

**"RESOLVED THAT** that pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed

thereunder (including any statutory modification (s) and re-enactment thereof for the time being in force) and pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation of Audit Committee and Board of Directors, M/s D Hanumanta Raju & Co, Practising Company Secretaries (Unique Identification No. P1990AP015500), be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from the conclusion of the ensuing 35<sup>th</sup> Annual General Meeting till the conclusion of 40<sup>th</sup> Annual General Meeting to be held in the year 2030 at such remuneration plus applicable taxes and actual out of pocket expenses incurred in connection with the audit as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Executive Directors and/ or Company Secretary be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution."

6. **Issue of Bonus Shares**

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 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") from time to time, the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves and/or the securities premium account and/or capital redemption reserve of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity

shares of ₹ 2/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 1:1 i.e., 1 (One) bonus equity share for every 1 (One) existing fully paid-up equity share held by the Members of the Company and shall rank *pari passu* in all respects with the fully-paid up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make appropriate adjustments necessary for the issue of bonus equity shares as aforesaid to the Employee Stock Options (ESOPs) which have been granted (whether vested or not) to employees of the Company under Vimta Labs Employee Stock Option Plan 2021 pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that the number of employee stock options which are available for granting and those already granted but not exercised as on the record date shall be appropriately adjusted.

**RESOLVED FURTHER THAT** in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account of the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.

**RESOLVED FURTHER THAT** Executive Directors or the Company Secretary of the Company be and are hereby severally authorised to take necessary steps for listing of such Equity Shares on the Stock Exchanges where the securities of the Company are listed, as per the applicable Guidelines, Rules and Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Executive Directors or the Company Secretary of the company be and are hereby severally authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Executive Directors or the Company Secretary in their absolute discretion may deem necessary or desirable, without requiring to secure any further consent or approval of Members, and their decision shall be final and binding.”

**7. Re-appointment of Dr. Yadagiri R Pendri (DIN 01966100) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other relevant provisions of the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, Articles of Association of the Company and pursuant to provisions of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the Members be and is hereby accorded to the re-appointment of Dr. Yadagiri R Pendri (DIN 01966100) as an independent director, for the second and final term of five years commencing from 10<sup>th</sup> August 2025 to 09<sup>th</sup> August 2030.

**RESOLVED FURTHER THAT** the Executive Directors and/or the Company Secretary of the Company 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.”

**8. Increase in Overall Borrowing Limits of the Company as per Section 180(1)(c) of the Companies Act, 2013.**

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

**“RESOLVED THAT** in supersession of the special resolution passed by the Members on 9<sup>th</sup> September 2020 at the 30<sup>th</sup> Annual General Meeting and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment or re-enactment thereof for the time being in force), subject to the approvals, consents, permissions and sanctions, if any, required from any authority and on recommendation of Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow periodically from time to time for and on behalf of the Company, in any manner in the form of either fund based or non-fund based facilities or otherwise in Indian Rupees or any other foreign currency as may be required for the purpose of business of the Company from any Banks and/or public financial institutions as defined under Section 2(72) of the Companies Act, 2013 and/or any foreign financial institution(s) or foreign banks and/ or any entity/entities or authority/authorities and/or through long term loans, short term loans or any other instruments, etc. and/or



through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution(s), either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board of Directors for an aggregate amount not exceeding ₹ 300 Crores (Rupees Three Hundred Crores only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) over the aggregate of the paid-up share capital of the Company and its free reserves (reserves not set apart for any specific purpose)(including credit facilities utilized as part of working capital credit limits).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Executive Directors and/or the Company Secretary of the company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

**9. Increase in Overall Limits for Disposal or Encumbrance of Company's Undertakings as per Section 180(1) (a) of the Companies Act, 2013.**

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

**"RESOLVED THAT** in supersession of the special resolution passed by the Members on 9<sup>th</sup> September 2020 at the 30<sup>th</sup> Annual General Meeting and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, (including any statutory modification(s), amendment or re-enactment thereof for the time being in force), subject to the approvals, consents, permissions and sanctions, if any, required from any authority, and on recommendation of Audit Committee and the Board of Directors, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create charge/mortgage/hypothecate in addition to the, charge/mortgage/hypothecation already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings, whether immovable and/or movable properties of the Company, both present and future and/or any other assets or properties, either tangible or intangible, of the Company as may be agreed to in favour of the bank(s), financial institution(s) or other body(ies) corporate(s), other entity(ies), firms(s), person(s) etc., in India or

abroad, hereinafter referred to as the lender(s), and/or trustees to secure the borrowings availed or to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, together with interest at the respective agreed rates from time to time, additional interest, compound interest, liquidated charges, commitment charges or costs, charges, expenses and all other monies payable by the Company including any increase as a result of devaluation/revaluation/fluctuation in the rate of exchange in respect of the said Loans, shall not, at any time exceed ₹ 300 Crores (Rupees Three Hundred Crores only) over and above the aggregate of the paid-up share capital and its free reserves (reserves not set apart for any specific purpose).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Executive Directors and/or the Company Secretary of the company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

**10. Addition of New Objects in the Objects Clause of the Memorandum of Association of the company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other applicable provisions, the Clause III(A) of the Memorandum of Association of the company be and is hereby amended by adding the following new objects as sub clause No. 7 and sub clause No.8 after sub clause III(A) (6).

**Clause 7: To carry on, undertake, setup, establish, pursue, develop, assist, advice, consult, facilitate, Contract Research and Development Activities (CDMO), in the field of drug discovery, biotechnology, pharmaceuticals, nutritional products, biopharmaceuticals, medical sciences, life sciences, biosciences and to undertake such other related and allied activities but not limited to discovery, product development and manufacturing and custom services.**

**Clause 8: To carry on research and development of biologics, biosimilars, peptides and complex generics, the process and/or product development for manufacturing, formulation and packaging development.**

**RESOLVED FURTHER THAT** the Executive Directors

and/ or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

**11. Approval for Revision of Remuneration payable to Ms. 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 188, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Schedule V thereto (including any amendments, statutory modifications, or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals as may be required, and based on the recommendation of the Nomination and Remuneration Committee, with the prior approval of Audit Committee and on approval of the Board of Directors of the Company, the consent and approval of the Members of the Company be and is hereby granted for the revision in the remuneration of **Ms. Harita Vasireddi (DIN 00242512), Managing Director**, for a period of three (3) years, commencing from 14<sup>th</sup> July 2025 to 13<sup>th</sup> July 2028, on the terms and conditions as approved by the Members on 26<sup>th</sup> March 2024 (by a resolution passed through postal ballot), with the revised remuneration to be paid partly by way of a monthly salary and perquisites, and partly as a percentage of the Net Profits of the Company, payable annually, as detailed below with the terms and conditions for the payment of such remuneration as follows:

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

- I. Salary: ₹ 14,00,000 (Rupees Fourteen lakhs only) per month with an annual increment to be determined by the Board from time to time, subject to a maximum monthly salary of ₹ 18,00,000 (Rupees Eighteen Lakhs only).
- II. Perquisites and allowances:
  - a) Medical Reimbursement: As per the rules of the Company, Payment/Reimbursement of medical expenses incurred for self and family, subject to ceiling of one month’s salary in a year.
  - b) Leave Travel Concession: For self and family, to and fro from any place in India, once in a year subject to ceiling of one month’s salary per annum.
  - c) Pension / Superannuation Fund: Company’s contribution to Provident Fund, Superannuation

Fund or annuity fund in accordance with the Scheme of the Company.

- d) Gratuity: As per the rules of the Company, at the rate not exceeding one-half month’s salary for each completed year of service.
- e) Encashment of Leave: Encashment of leave will be paid as per the rules of the company.
- f) Telephone and Car: Telecommunication facilities and car for Company’s business purposes.
- g) Personal accident insurance: Personal accident insurance premium will be paid as per the rules of the company.

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

In addition to the salary and perquisites stated at ‘A’ above, commission shall be paid at such percentage as the Board may deem fit, not exceeding 1% of the Net Profit of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

However, the aggregate remuneration paid to the appointee under ‘A’ & ‘B’ above and to all the Executive Directors, put together in any financial year shall not exceed the limits specified in Section 197 of Companies Act, 2013 and other applicable provisions and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

**RESOLVED FURTHER THAT** if the company has no profit in any financial year, **Ms. Harita Vasireddi (DIN 00242512), Managing Director** be paid such remuneration as minimum remuneration mentioned at ‘A’ as it is permitted under Schedule V and other applicable provisions of the Companies Act, 2013 read with applicable provisions of SEBI (LODR) Regulations.

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

**RESOLVED FURTHER THAT** the Executive Directors and / or Company Secretary of the Company be and are hereby severally 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.”



**12. Approval for Revision of Remuneration payable to Mr. Harriman Vungal (DIN 00242621), Executive Director – Operations of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 188, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V thereto (including any amendments, statutory modifications, or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals as may be required, and based on the recommendation of the Nomination and Remuneration Committee, with the prior approval of Audit Committee and on approval of the Board of Directors of the Company, the consent and approval of the Members of the Company be and is hereby granted for the revision in the remuneration of Mr. Harriman Vungal (DIN 00242621), Executive Director – Operations, for the remaining tenure of two (2) years, commencing from 14<sup>th</sup> July 2025 to 13<sup>th</sup> July 2027, on the terms and conditions as approved by the Members on 26<sup>th</sup> March 2024 through postal ballot, with the revised remuneration to be paid partly by way of a monthly salary and perquisites, and partly as a percentage of the Net Profits of the Company, payable annually, as detailed below with the terms and conditions for the payment of such remuneration as follows:

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

- I. Salary: ₹ 14,00,000 (Rupees Fourteen lakhs only) per month with an annual increment to be determined by the Board from time to time, subject to a maximum monthly salary of ₹ 18,00,000 (Rupees Eighteen Lakhs only).
- II. Perquisites and allowances:
  - a) Medical Reimbursement: As per the rules of the Company, Payment/Reimbursement of medical expenses incurred for self and family, subject to ceiling of one month’s salary in a year.
  - b) Leave Travel Concession: For self and family, to and fro from any place in India, once in a year subject to ceiling of one month’s salary per annum.
  - c) Pension / Superannuation Fund: Company’s contribution to Provident Fund, Superannuation Fund or annuity fund in accordance with the Scheme of the Company.
  - d) Gratuity: As per the rules of the Company, at the rate not exceeding one-half month’s salary for each completed year of service.

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

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

In addition to the salary and perquisites stated at ‘A’ above, commission shall be paid at such percentage as the Board may deem fit, not exceeding 1% of the Net Profit of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

However, the aggregate remuneration paid to the appointee under ‘A’ & ‘B’ above and to all the Executive Directors, put together in any financial year shall not exceed the limits specified in Section 197 of Companies Act, 2013 and other applicable provisions and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

**RESOLVED FURTHER THAT** if the company has no profit in any financial year, Mr. Harriman Vungal (DIN 00242621), Executive Director – Operations be paid such remuneration as minimum remuneration mentioned at ‘A’ as it is permitted under Schedule V and other applicable provisions of the Companies Act, 2013 read with applicable provisions of SEBI (LODR) Regulations.

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

**RESOLVED FURTHER THAT** the Executive Directors and / or Company Secretary of the Company be and are hereby severally 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.

**13. Approval for Revision of Remuneration payable to Mr. Satya Sreenivas Neerukonda (DIN 00269814), Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 188,197,198, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V thereto (including any amendments, statutory modifications, or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals as may be required, and based on the recommendation of the Nomination and Remuneration Committee, with the prior approval of Audit Committee and on approval of the Board of Directors of the Company, the consent and approval of the Members of the Company be and is hereby granted for the revision in the remuneration of **Mr. Satya Sreenivas Neerukonda (DIN 00269814), Executive Director**, for a period of three (3) years, commencing from 14<sup>th</sup> July 2025 to 13<sup>th</sup> July 2028, on the terms and conditions as approved by the Members on 26<sup>th</sup> March 2024 through postal ballot, with the revised remuneration to be paid partly by way of a monthly salary and perquisites, and partly as a percentage of the Net Profits of the Company, payable annually, as detailed below with the terms and conditions for the payment of such remuneration as follows:

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

- I. Salary: ₹ 14,00,000 (Rupees Fourteen lakhs only) per month with an annual increment to be determined by the Board from time to time, subject to a maximum monthly salary of ₹ 18,00,000 (Rupees Eighteen Lakhs only).
- II. Perquisites and allowances:
  - a) Medical Reimbursement: As per the rules of the Company, Payment/Reimbursement of medical expenses incurred for self and family, subject to ceiling of one month's salary in a year.
  - b) Leave Travel Concession: For self and family, to and fro from any place in India, once in a year subject to ceiling of one month's salary per annum.
  - c) Pension / Superannuation Fund: Company's contribution to Provident Fund, Superannuation Fund or annuity fund in accordance with the Scheme of the Company.
  - d) Gratuity: As per the rules of the Company, at the rate not exceeding one-half month's salary for each completed year of service.
  - e) Encashment of Leave: Encashment of leave will be paid as per the rules of the company.

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

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

In addition to the salary and perquisites stated at 'A' above, commission shall be paid at such percentage as the Board may deem fit, not exceeding 1% of the Net Profit of the Company as computed under the provisions of Section 198 of the Companies Act, 2013.

However, the aggregate remuneration paid to the appointee under 'A' & 'B' above and to all the Executive Directors, put together in any financial year shall not exceed the limits specified in Section 197 of Companies Act, 2013 and other applicable provisions and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

**RESOLVED FURTHER THAT** if the company has no profit in any financial year, **Mr. Satya Sreenivas Neerukonda (DIN 00269814), Executive Director** be paid such remuneration as minimum remuneration mentioned at 'A' as it is permitted under Schedule V and other applicable provisions of the Companies Act, 2013 read with applicable provisions of SEBI (LODR) Regulations.

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

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

By Order of the Board  
**For Vimta Labs Limited**

Place: Hyderabad  
Date: 28.04.2025

**Sujani Vasireddi**  
Company Secretary



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### A. Item No.4: Ratification of remuneration of cost auditors for financial year ended 31<sup>st</sup> March 2026.

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

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 28<sup>th</sup> April 2025 approved the reappointment of M/s Lavanya & Associates, Cost Accountants, Hyderabad (Firm Regn. No. 101257), to conduct audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2025 at a remuneration of ₹ 50,000/- (Rupees fifty thousand only) plus applicable GST.

In pursuance of Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration to cost auditors fixed by the Board of Directors needs ratification by the members of the Company. Accordingly, the resolution is put up for ratification of members.

None of the Directors or KMPs or their relatives are in anyway concerned or interested in this resolution.

The Board recommends the Ordinary Resolution as set in item no.4 of the resolution for approval of the members.

### B. Item No.5: Appointment of Secretarial Auditor

In accordance with the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to appoint Secretarial Auditor for a consecutive term of 5 years (5 financial years).

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 28<sup>th</sup> April 2025, approved the appointment of M/s D. Hanumanta Raju & Co., Practising Company Secretaries, to conduct the Secretarial Audit of the Company for a term of five (5) consecutive financial years, subject to the approval of the members.

M/s D. Hanumanta Raju & Co., established in the year 1990, is a reputed firm with extensive experience in conducting secretarial audits for listed entities and is experienced in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, IPOs, Takeover of listed and unlisted entities, Compliance Audits etc.

The Board is of the opinion that their appointment would provide value-added insights into corporate governance practices. The Board accordingly recommends the resolution set out in the accompanying Notice for approval of the members.

None of the Directors or KMPs or their relatives are in anyway concerned or interested in this resolution.

The Board recommends the Ordinary Resolution as set out in Item no.5 to the notice for approval of the members.

### Details of Secretarial Auditor seeking appointment/re-appointment at the forthcoming Annual General Meeting to be held on 06<sup>th</sup> June 2025 under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| Particular                                                                                                                             | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Proposed Fees Payable                                                                                                                  | Mutually agreed by the Secretarial Auditors and the Board on annual basis.                                                                                                                                                                                                                                                                                                                                                                                |
| Terms of Appointment                                                                                                                   | The Board at its meeting held on 28 <sup>th</sup> April 2025, approved the appointment of M/s D. Hanumanta Raju & Co., as Secretarial Auditors, for an audit term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the shareholders at the ensuing Annual General Meeting.                                                                                                                                    |
| Any material change in the fee payable to such Auditor from that paid to the outgoing auditor along with the rationale for such change | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Basis of recommendation for appointment including the details in relation to and credentials of the auditor proposed to be appointed   | M/s D. Hanumanta Raju & Co., established in the year 1990, is a reputed firm with extensive experience in conducting secretarial audits for listed entities and is having experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, IPOs, Takeover of listed and unlisted entities, Compliance Audits etc. |

### C. Item No.6: Issue of Bonus Shares

Equity shares of the Company are listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. As the company has adequate free Reserves and

Surplus which can be utilized for issue of Bonus shares the Board on recommendation of the Audit Committee in its meeting held on Monday, 28<sup>th</sup> April, 2025 considered and approved a bonus issue of 1 (One) equity share for every 1 (One) existing fully paid-up equity shares held, as on a record date to be determined by the Company.

The issue of bonus equity shares is subject to Members' approval in terms of Section 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. The Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of the free reserves and/or the securities premium account and/or capital redemption reserve of the Company as may be considered necessary by the Board, for the purpose of issue of the bonus shares.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly with respect to the bonus shares of members holding equity shares in physical form, the said bonus shares shall be credited in dematerialised form to a new demat suspense account of the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account, shall remain frozen.

No Director, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the above resolution except to the extent of their shareholding.

The Board recommends the above resolution for approval of the Members.

**D. Item No.7: Re-appointment of Dr. Yadagiri R Pendri (DIN 01966100) as an Independent Director of the Company.**

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report. Dr.Yadagiri R Pendri (DIN 01966100) was appointed as an Additional Independent Director by the Board in its meeting held on 10<sup>th</sup> August 2020 and the Members approved his appointment for a term of 5 years w.e.f. 10<sup>th</sup> August 2020 to 9<sup>th</sup> August 2025 (both days inclusive).

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 28<sup>th</sup> April 2025, the Board, in line with the Company's

policy on Director's appointment and remuneration has proposed the re-appointment of Dr.Yadagiri R Pendri as an Independent Director for a second and final term of five years w.e.f., 10<sup>th</sup> August 2025 to 09<sup>th</sup> August 2030.

The Company has received requisite consent/declarations for appointment of Dr.Yadagiri R Pendri as an Independent Director as required under the Act and rules made thereunder.

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

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

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. Yadagiri R Pendri as an Independent Director, the Board recommends the resolution set forth in Item No. 7 relating to the reappointment of Dr. Yadagiri R Pendri as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution

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

Except Dr. Yadagiri R Pendri and his relatives no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out under item No. 7 of the notice for approval of the members.

**E. Item No.8: Increase in Overall Borrowing Limits of the Company as per Section 180(1)(c) of the Companies Act,2013.**

**&**

**Item No.9: Increase in Overall Limits for Disposal or Encumbrance of Company's Undertakings as per Section 180(1) (a) of the Companies Act, 2013.**

The Company's current business expansion plans and new business plans in long term needs additional funds in the coming years. The company plans to raise the required funds for this expansion plans from one or more banks, financial institutions, firms, Bodies corporate and



National and International lending institutions. As per the provisions of Section 180(1)(c) of the Act, the Board of Directors cannot borrow more than the aggregate amount of the paid-up share capital, free reserves and securities premium except with the consent of the members of the Company in a general meeting by way of a special resolution and further as per Section 180(2) of the Act, such special resolution shall specify the total amount up to which monies may be borrowed by the Board of Directors.

At present, the aggregate of the paid-up share capital, free reserves and securities premium of the company is standing at ₹ 300 crores. Hence, it is proposed to seek the consent of shareholders by way of special resolution to borrow money up to a limit of ₹ 300 crores, over and above the aggregate of the paid-up share capital and its free reserves.

Further, to secure the borrowings availed or to be availed by the Company, for an aggregate amount upto ₹ 300 Crores (Rupees Three Hundred Crores only) over and above the aggregate of the paid-up share capital and its free reserves, the Board needs authorization for creation of securities by suitable mortgage/charge/hypothecation on all or some of the immovable and movable properties of the Company, both present and future in favour of the lenders/trustees as per the provisions of Section 180(1)(a) of the Companies Act, 2013. The mortgage/charge/hypothecation on all or any of the movable and/or immovable properties of the Company may be deemed as disposal of the whole or substantially the whole of the undertaking of the Company, hence requires the approval from the members of the Company by way of a Special Resolution. Therefore, it is proposed to pass the Special Resolution authorising the Board to create charge on the movable or immovable properties of the Company for an aggregate amount upto ₹ 300 Crores (Rupees Three Hundred Crores only) over and above the aggregate of the paid-up share capital and its free reserves.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos.8 & 9 of the Notice.

The Board recommends the Special Resolutions set out in Item Nos. 8 & 9 of the notice for approval of the members.

**F. Item No.10: Addition of New Objects in the main Object Clause of the Memorandum of Association**

The Board of Directors of the Company has approved a proposal for Vimta Labs Limited to foray into the Biologics Contract Research and Development (CDMO) segment, subject to approval of the shareholders. This strategic move is aligned with the Company's long-term vision of expanding its service offerings in the biopharmaceutical sector.

The proposed activity relates to Biologics Contract Research and Development, including services involving biologics and peptide-based drug development and manufacturing support. This includes, but is not limited to, contract development, analytical testing, and associated R&D services in the biologic's domain.

This business activity creates a new revenue stream and enhance long-term value for the company and to the shareholders. Leverage existing expertise while capitalizing on the growth momentum of the biologics sector. An estimated amount of ₹50 crores is proposed to be invested on infrastructure, technology, and skilled manpower necessary for setting up and scaling this new line of business.

To undertake this new business activity, it is necessary to amend the Objects Clause (Clause III – A) of the Company's Memorandum of Association, by adding suitable clause authorizing the Company to carry on the new business. The alteration is being proposed in compliance with Section 13 of the Companies Act, 2013 and is subject to approval by way of a special resolution of the shareholders. Copy of the MOA duly incorporating the proposed additional clauses 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 resolutions set out at Item No.10 of the notice.

The Board recommends the Special Resolutions set out in Item No. 10 of the notice for approval of the members.

**G. Item No. 11: Approval for Revision of Remuneration payable to Ms. Harita Vasireddi (DIN 00242512), Managing Director of the Company**

Ms. Harita Vasireddi was appointed as Managing Director of the Company for a term of 5 years from 14<sup>th</sup> July 2024 to 13<sup>th</sup> July 2029, on the terms and conditions as approved by the Members on 26<sup>th</sup> March 2024 through postal ballot.

Ms. Harita Vasireddi has an MBA in Operations Management from Boston College, USA and is a B. Pharm graduate from Mysore University, India. She joined the company in 2002 and was appointed as the Managing Director in 2013. She has 27 years of experience holding responsible positions in the company. She has been in-charge of all the disciplines and functional aspects of the company besides providing strategic guidance to the company's operations. She has rich experience in laboratory operations and has substantially contributed to the development of the company. Her leadership has contributed to the company's growth enormously in terms of turnover and profitability.

Her Core competencies include business management,

driving organizational adaptability and development, quality management systems, and risk management.

Based on her skills, experience, knowledge, and performance evaluation, as well as the recommendation of the Nomination and Remuneration Committee, on prior approval of the Audit Committee at its meeting held on 28<sup>th</sup> April, 2025, the Board, in accordance with the Company's policy on Directors' appointment and remuneration, has approved the revision of the remuneration paid to Ms. Harita Vasireddi, Managing Director, for a period of three (3) years, commencing from 14<sup>th</sup> July 2025 to 13<sup>th</sup> July 2028, subject to the approval of the shareholders.

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

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

Dr. S P Vasireddi and her relatives are interested in this resolution. Save and except him and Ms. Harita Vasireddi herself and her relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in any way in this resolution.

The Board recommends the Special Resolution as set out under item No. 11 of the notice for approval of the members. The increase in the remuneration of Ms. Harita Vasireddi, Managing Director, is being proposed in recognition of her exceptional leadership and significant contributions to the Company's growth and success. Under her guidance, the Company has achieved strong financial performance and market expansion. The revision aligns her compensation with industry standards and the increased scope of her responsibilities. It also serves to retain her valuable leadership and incentivize continued performance, ensuring the long-term success of the Company.

**H. Item No. 12: Approval for Revision of Remuneration payable to Mr. Harriman Vungal (DIN 00242621), Executive Director – Operations of the Company.**

Mr. Harriman Vungal was appointed as Executive Director – Operations of the Company for a term of 3 years from 14<sup>th</sup> July 2024 to 13<sup>th</sup> July 2027 on the terms and conditions as approved by the Members on 26<sup>th</sup> March 2024 through postal ballot

Mr. Harriman Vungal is the co-founder of the Company and has been on the Board of the Company since its

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

Based on his skills, experience, knowledge, and performance evaluation, as well as the recommendation of the Nomination and Remuneration Committee and prior approval of the Audit Committee at its meeting held on 28<sup>th</sup> April 2025, the Board, in accordance with the Company's policy on Directors' appointment and remuneration, has approved the revision of the remuneration paid to Mr. Harriman Vungal, Executive Director – Operations of the Company for the remaining tenure of two (2) years, commencing from 14<sup>th</sup> July 2025 to 13<sup>th</sup> July 2027, subject to the approval of the shareholders. As the proposed remuneration to the appointee together with the remuneration of other Executive Directors who are promoters or members of the promotor group, in aggregate, exceeds 5% of the net profit of the company, approval of Members is sought by way of Special Resolution as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Harriman Vungal holds 17,40,330 equity shares in the Company. Save and except him, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in any way in this resolution.

The Board recommends the Special Resolution as set out under item No. 12 of the notice for approval of the members. The increase in Mr. Harriman Vungal's remuneration recognizes his key role in the Company's growth and success. As Executive Director – Operations and co-founder, his leadership in driving operational excellence and strategic initiatives has been crucial to



the Company's achievements. The revision reflects his expanded responsibilities and aims to retain and motivate him in alignment with the Company's long-term goals.

Save and except him, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in any way in this resolution.

**I. Item No. 13: Approval for Revision of Remuneration payable to Mr. Satya Sreenivas Neerukonda (DIN 00269814), Executive Director of the Company**

Mr. Satya Sreenivas Neerukonda was appointed as Executive Director of the Company for a term of 5 years from 14<sup>th</sup> July 2024 to 13<sup>th</sup> July 2029, on the terms and conditions as approved by the Members on 26<sup>th</sup> March 2024 through postal ballot.

Mr. Satya Sreenivas Neerukonda has done his MBA in Management Information Systems from University of Oklahoma, USA and his B. Pharm from Nagpur University India. He has 25 years of experience in being an accomplished business development leader, with a proven track record of driving revenues by penetrating and building new markets and ensuring sustainable revenue growth. His core competencies include strategic planning and execution, new service opportunities development, communication and relationship building, competitive intelligence, and fostering strong team relations to deliver goal-oriented performance.

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

Based on his skills, experience, knowledge, and performance evaluation, as well as the recommendation of the Nomination and Remuneration Committee and prior approval of the Audit Committee at its meeting held on 28<sup>th</sup>

April, 2025, the Board, in accordance with the Company's policy on Directors' appointment and remuneration, has approved the revision of the remuneration paid to Mr. Satya Sreenivas Neerukonda, Executive Director, for a period of three (3) years, commencing from 14<sup>th</sup> July 2025 to 13<sup>th</sup> July 2028, subject to the approval of the shareholders.

As per the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, revision in remuneration of Mr. Satya Sreenivas Neerukonda, Executive Director requires approval of members by way of a special resolution, as the proposed remuneration together with the remuneration of all Executive Directors who are promoters or members of the promotor group, in aggregate, exceeds 5% of the net profit of the company.

Mr. Satya Sreenivas Neerukonda does not hold any equity shares in the Company. Ms. Sujani Vasireddi, Company Secretary is his wife and is interested in this resolution. Save and except her and Mr. Satya Sreenivas Neerukonda himself, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in any way in this resolution.

The Board recommends the Special Resolution as set out under item No. 13 of the notice for approval of the members. The revision in Mr. Satya Sreenivas Neerukonda's remuneration is proposed to align his compensation with the significant value he brings to the Company. His role has evolved substantially, with growing responsibilities and an increasing impact on the Company's strategic direction. The proposed remuneration reflects his contributions in leading key initiatives, driving organizational growth, and ensuring sustainable business development. Furthermore, the adjustment is intended to retain and motivate Mr. Neerukonda, ensuring his continued leadership and commitment to achieving the Company's long-term vision, while remaining competitive within the industry.

By Order of the Board  
For Vimta Labs Limited

Place: Hyderabad  
Date: 28.04.2025

Sujani Vasireddi  
Company Secretary

ANNEXURE TO THE NOTICE FOR AGM

Details of Directors seeking appointment/re-appointment/ fixing the remuneration at the forthcoming Annual General Meeting to be held on 06<sup>th</sup> June 2025 under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SS-2 issued by ICSI.

| Particulars                                                                              | Item No. 7 of Notice                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Item No. 11 of Notice                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Item No. 12 of Notice                                                                                                                                                                                                                                                                                                                                               | Item No. 3 & Item No.13 of Notice                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name</b>                                                                              | Dr. Yadagiri R Pendri                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Ms. Harita Vasireddi                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Mr. Harriman Vungal                                                                                                                                                                                                                                                                                                                                                 | Mr. Satya Sreenivas Neerukonda                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>DIN</b>                                                                               | 01966100                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 00242512                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 00242621                                                                                                                                                                                                                                                                                                                                                            | 00269814                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Date of first Appointment</b>                                                         | 10.08.2020                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 01.04.2005                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 16.11.1990                                                                                                                                                                                                                                                                                                                                                          | 14.07.2019                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Designation</b>                                                                       | Independent Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Managing Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Executive Director - Operations                                                                                                                                                                                                                                                                                                                                     | Executive Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Date of Birth</b>                                                                     | 10.04.1956                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 10.10.1974                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 01.10.1951                                                                                                                                                                                                                                                                                                                                                          | 18.02.1976                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Nationality</b>                                                                       | USA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Indian                                                                                                                                                                                                                                                                                                                                                              | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Educational Qualification</b>                                                         | Ph.D, National Chemical Laboratory, Pune, India                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | B.Pharm, MBA (USA)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | D. Tech (Toronto)                                                                                                                                                                                                                                                                                                                                                   | B.Pharm, MBA(USA)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Brief Resume &amp; Nature Expertise in specific functional Areas &amp; Experience</b> | <ul style="list-style-type: none"> <li>• Possess more than Thirty-Five years of experience in pharmaceutical research and development and has led several research programs to deliver novel drug candidates to market.</li> <li>• Founder of Escientia Lifesciences Private Limited, a contract development and manufacturing organization (CDMO), to develop and manufacture active pharmaceutical ingredients (API) to supply to global pharmaceutical and biotech companies.</li> <li>• Adept and successful at Business Management, management of company strategy including marketing, sales, trade relations, strategic partnerships, development, manufacturing, and supply.</li> <li>• Experienced in fiduciary responsibilities of Board of Directors and providing guidance to executive teams in developing compelling strategic plans and market positioning strategy for his company and their research programs.</li> </ul> | <p>Ms. Harita Vasireddi by qualification is a MBA from Boston College, USA and B.Pharm graduate from JSS College of Pharmacy, Mysore University, India.</p> <p>She has over 27 years of rich experience in contract research and testing laboratory business and is a versatile leader with successful track record in business and operations management of pharma clinical, preclinical, analytical testing and research services; and food; environmental; clinical diagnostics; and electronics testing services. She has expertise in building and implementing total quality management systems and management systems as per GMP, GLP, GCP regulations and, ISO standards for analytical and clinical laboratories. She has been a quality systems trainer for UNIDO-VIMTA South- South Training facility for laboratories.</p> | <p>Mr. Harriman Vungal has rich and varied experience in the industry and is one of the promoter Directors of the company and has been its Executive Director since inception of the company. The Company has achieved remarkable growth under his leadership, management and guidance and his continued services will lead the Company to achieve new heights.</p> | <p>MBA in Management Information Systems, University of Oklahoma, USA; B.Pharm, Nagpur University, India.</p> <p>Professional experience: 25 years. An accomplished business development leader with proven track record of driving revenues by penetrating and building new markets and ensuring sustainable revenue growth. His core competencies include strategic planning and execution, new service opportunities development, communication and relationship building, competitive intelligence, and fostering strong team relations to deliver goal oriented performance. Earlier positions:</p> <ul style="list-style-type: none"> <li>• Sr VP &amp; Global Head Business Development, Vimta Labs Ltd.</li> <li>• Whole-time Director, Vimta Specialities Ltd.</li> </ul> |



| Particulars | Item No. 7 of Notice                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Item No. 11 of Notice                                                                                                                                                                                                                                                                                                       | Item No. 12 of Notice | Item No. 3 & Item No.13 of Notice                                                |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------------------------------------------------------------------|
|             | <ul style="list-style-type: none"> <li>Established strategic direction and drove innovation that led to timely development of multiple drug candidates.</li> <li>Managed 200 employees at R&amp;D sites and a manufacturing site while ensuring accountability for over \$20 M turnover per year.</li> <li>Established global academic and industrial collaborations and partnerships to drive innovation.</li> <li>Developed and maintained relationships with strategic partners and scientific leaders to ensure timely progression of research and development activities.</li> <li>A recognized leader in the areas of process research and development; an inventor of over 15 US patents; and author of over 35 published papers, reviews and book chapters.</li> </ul> <p><b>Key Positions held:</b></p> <ul style="list-style-type: none"> <li>CEO Escientia Life Sciences, August 2005 – present</li> <li>CEO Escientia Life Sciences, Connecticut, USA</li> <li>Director Escientia Biopharma Private Limited, Hyderabad, India</li> <li>Director Escientia Advanced Sciences Private Limited., Visakhapatnam, India</li> <li>Director, Bristol-Myers Squibb &amp; Co. USA Jan 1988 – Apr 2005</li> </ul> <p><b>Education:</b></p> <p>Ph.D., National Chemical Laboratory, Pune, India</p> <p>Postdoc: UT Southwestern Medical Center, Dallas, Texas, USA</p> | <p>Her rich experience lies in building strong ethical organizational culture and execution of business and operational strategies. She is the Managing Director at Vimta Labs Ltd., since 2013 and has held the positions of Director-Quality, Director-Projects and Operations Manager in her earlier roles at VIMTA.</p> |                       | <p>Quality Assurance Engineer, Impac Medical Systems, Mountain View, CA, USA</p> |

| Particulars                                                                                                 | Item No. 7 of Notice                                                                                                                                                                                                                | Item No. 11 of Notice                                                                                                                                                                                                                                                                                                                                                                                                                  | Item No. 12 of Notice                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Item No. 3 & Item No.13 of Notice                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Terms and conditions of appointment, details of last salary drawn and remuneration sought to be paid</b> | Re-appointment of Dr. Yadagiri R Pendri for term of five years 10 <sup>th</sup> August 2025 to 09 <sup>th</sup> August 2030, subject to approval of members of the Company, not liable to retire by rotation.<br>Remuneration – Nil | Not liable to retire by rotation.<br>The complete details of the remuneration are specified in the resolution no.11. In addition to commission and other perquisites, a salary in the range of ₹ 14,00,000 (Rupees Fourteen Lakhs) to ₹ 18,00,000 (Rupees Eighteen Lakhs) per month, as may be determined by the Board from time to time, is proposed for a period of 3 years.<br>The last drawn remuneration ₹ 170.4 lakhs per annum. | Retiring by rotation, being eligible offers himself for reappointment.<br>The complete details of the remuneration are specified in the resolution no. 12. In addition to commission and other perquisites, a salary in the range of ₹ 14,00,000 (Rupees Fourteen Lakhs) to ₹ 18,00,000 (Rupees Eighteen Lakhs) per month, as may be determined by the Board from time to time, is proposed for the remainder of his term.<br>The last drawn remuneration is ₹ 158.4 lakhs per annum. | Retiring by rotation, being eligible offers himself for reappointment.<br>The complete details of the remuneration are specified in the resolution no.13. In addition to commission and other perquisites, a salary in the range of ₹ 14,00,000 (Rupees Fourteen Lakhs) to ₹ 18,00,000 (Rupees Eighteen Lakhs) per month, as may be determined by the Board from time to time, is proposed for a period of 3 years.<br>The last drawn remuneration is ₹ 170.4 lakhs per annum. |
| <b>Listed entities from which the person has resigned in the past three years</b>                           | Nil                                                                                                                                                                                                                                 | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                    | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Number of meetings of the Board attended during the year</b>                                             | 5                                                                                                                                                                                                                                   | 5                                                                                                                                                                                                                                                                                                                                                                                                                                      | 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Disclosure of relationship between directors inter-se, Manager and other KMPs of the Company</b>         | Nil                                                                                                                                                                                                                                 | Dr. Sivalinga Prasad Vasireddi, Executive Chairman and a member of promoter, is the father of the Harita Vasireddi                                                                                                                                                                                                                                                                                                                     | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Ms. Sujani Vasireddi, Company Secretary and a member of the Promoter group, is the spouse of Mr. Satya Sreenivas Neerukonda.                                                                                                                                                                                                                                                                                                                                                   |
| <b>Shareholding as on 31.03.2025</b>                                                                        | Nil                                                                                                                                                                                                                                 | 167964                                                                                                                                                                                                                                                                                                                                                                                                                                 | 1772818                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Directorships (excluding Vimta Labs Limited )</b>                                                        | 3- Private Companies <ul style="list-style-type: none"> <li>• Escientia Biopharma Private Limited</li> <li>• Escientia Advanced Sciences Private Limited</li> <li>• Escientia Life Sciences Private Limited</li> </ul>              | 1 - Listed Company <ul style="list-style-type: none"> <li>• Avantel Limited</li> </ul>                                                                                                                                                                                                                                                                                                                                                 | 2 – Limited Liability Partnership <ul style="list-style-type: none"> <li>• Vungal Properties LLP</li> <li>• Saayala Designs LLP</li> </ul>                                                                                                                                                                                                                                                                                                                                            | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |



| Particulars                                                                                                                   | Item No. 7 of Notice                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Item No. 11 of Notice                                                                                                     | Item No. 12 of Notice | Item No. 3 & Item No.13 of Notice |
|-------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------|
| <b>Board (Listed entities) excluding Vimta Labs Limited</b>                                                                   | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1 - Listed Company<br>• Avantel Limited                                                                                   | Nil                   | Nil                               |
| <b>Committees (Listed entities excluding Vimta Labs Limited)</b>                                                              | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | She is member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee | Nil                   | Nil                               |
| <b>Skills and capabilities required for the role and the manner in which the independent director meets such requirements</b> | The Independent Director possesses over 35 years of experience in pharmaceutical R&D, business strategy, and corporate leadership. As the founder and CEO of a successful global CDMO, he brings deep industry knowledge, strong governance experience, and a proven ability to guide strategic decision-making. His scientific expertise, board-level experience, and leadership in innovation, operations, and partnerships make him well-suited to meet the requirements of the role. | Not Applicable                                                                                                            | Not Applicable        | Not Applicable                    |

By Order of the Board  
**For Vimta Labs Limited**

Place: Hyderabad  
Date: 28.04.2025

**Sujani Vasireddi**  
Company Secretary

**NOTES:**

1. The Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020 dated 31.12.2020, General Circular No. 10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, General Circular No. 3/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024 (collectively referred to as "MCA Circulars") has permitted holding of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on or before 30.09.2025. Hence, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
  2. As the AGM will be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
  3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by CDSL.
  5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out above is annexed hereto and forms part of the Notice.
  6. The relevant details as required by Regulations 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed to this Notice.
  7. The Company has appointed Ms. Razia Shaik, Partner or failing her Mr. Mohit Kumar Goyal, Partner, M/s D Hanumanta Raju & Co, Company Secretaries, Hyderabad, as the Scrutinizer to the e-voting process and voting at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
  8. All the documents referred to in this Notice and the Statutory Registers are available for inspection by the members. Those who desire to inspect the same at the registered office of the Company may write an email to [shares@vimta.com](mailto:shares@vimta.com).
  9. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies are transferrable only in dematerialised form with effect from 1<sup>st</sup> April, 2019, except in case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's Registrar and Transfer Agent, CIL Securities Limited (RTA) at [rt@cilsecurities.com](mailto:rt@cilsecurities.com) for assistance in this regard.
  10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to CIL Securities Limited in case the shares are held by them in physical form.
  11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  12. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October 2023, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website, websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
- In compliance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter specifying the exact web link to the complete annual report is sent to shareholders who have not registered their email address.



13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **30<sup>th</sup> May, 2025** through email on [shares@vimta.com](mailto:shares@vimta.com). The same will be replied by the Company suitably.

14. The dividend will be paid to all the shareholders whose names appear in the register of members as on **30<sup>th</sup> May, 2025**, being the record date fixed for this purpose.

**15. Dividend Payment in Electronic Mode**

Pursuant to the SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, shareholders are requested to note that, with effect from April 1, 2024, any payment to shareholders including dividend shall be made only through electronic mode. Further, in accordance with the said circular, shareholders holding securities in physical form whose folios do not have PAN, Nominee details, Contact Details, Bank Account Details, and Specimen Signature, shall be eligible to receive dividend only after updating the KYC details.

Shareholders are advised to update their folio(s) at the earliest to ensure seamless receipt of dividend and other entitlements.

16. Shareholders may note that the Income Tax Act, 1961 (Act), as amended by the Finance Act 2021, mandates that dividends paid or distributed by Company after April 01, 2021 for ₹ 5,000/- or more shall be taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders in accordance with the provisions of the Act.

The prescribed rates of TDS for various categories and the procedure for declarations are as follows:

i. Resident Shareholder:

| Particulars                                       | TDS Rate                                             |
|---------------------------------------------------|------------------------------------------------------|
| With PAN                                          | 10% or as may be notified by the Government of India |
| Without/Invalid PAN                               | 20% or as may be notified by the Government of India |
| Submission of declaration in Form 15G or Form 15H | Nil                                                  |

For the above purpose, the shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depository participants (in case of shares held in demat mode) to get the benefit of Lower TDS rate and to enable the Company to provide the TDS Certificates to the shareholders.

ii. Non-Resident Shareholder:

TDS Rate @ 20% plus applicable surcharge and Cess

(OR) applicable Tax Treaty Rate under the Double Tax Avoidance Treaty (DTAA) between India and their country of residence (whichever is lower), subject to the fulfilment of the following requirements: The Non-resident shareholders are requested to provide the following documents to avail the tax treaty benefits by sending an email to [rta@cilsecurities.com](mailto:rta@cilsecurities.com) with subject line: (unit- VIMTA LABS LIMITED) on or before 30<sup>th</sup> May, 2025.

- Declaration for “No Permanent Establishment” in India;
- Beneficial Ownership Declaration;
- Tax Residency Certificate (TRC) for FY 2023-24.
- Form 10F and
- Copy of Indian PAN (if available)

17. The Meeting shall be deemed to be held at the registered office of the Company at Plot No.141/2 & 142. IDA, Phase-II Cherlapally, Hyderabad, Telangana -500051.

**18. IEPF Related Information:**

The unclaimed equity dividend for the financial year ended 31<sup>st</sup> March 2018 will be transferred, on or after 30<sup>th</sup> September 2025, to the Investor Education and Protection Fund (IEPF) upon the expiry of seven years from the date of transfer to the Unpaid Dividend Account, pursuant to Section 124 of the Companies Act, 2013. Members who have not encashed their dividend warrants for the said financial year or subsequent years, or who have not updated their KYC details (including bank details and PAN linked with Aadhaar), are requested to do so by contacting the Company or its Registrar and Share Transfer Agents (“RTA”) to claim the unclaimed dividend. The forms related to KYC updation is available on the website of the Company at <https://vimta.com/grievance-cell/>

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (“IEPF Rules”), all shares in respect of which dividends have not been paid or claimed for seven consecutive years or more (referred to as “relevant shares”) have been transferred by the Company to the IEPF from time to time, as prescribed under the Act and the applicable rules. A statement containing the relevant details is available on the Company’s website: <https://vimta.com/dividend-related/>

Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company’s Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all equity shares in respect of which dividend has not been

paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares becoming due to be transferred to the IEPF. In the event of transfer of equity shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and by sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members may file only one consolidated claim in a financial year as per the IEPF rules.

**Instructions for e-voting and joining the AGM are as follows:**

**19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:**

- i. The general meeting of the company will be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020 dated 31.12.2020, General Circular No. 10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, General Circular No. 3/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024 (collectively referred to as "MCA Circulars") has permitted holding of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on or before 30.09.2025. The forthcoming AGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members may attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- iii. The Members may join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the

AGM through VC/OAVM would be made available to atleast 1000 members on first come first served basis. This does not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

**INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

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

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

- i. The voting period begins on **03<sup>rd</sup> June, 2025; 09:00 A.M.** and ends on **05<sup>th</sup> June, 2025; 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 30<sup>th</sup> May 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- a) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for **e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders                                                                 | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/Easiest facility, may login through their existing User ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting &amp;</li> </ol> |

| Type of shareholders                                                                 | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                      | <p>voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user may visit the e-Voting service providers' websites directly.</p> <ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. To login click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user may directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting</li> </ol>                                                                                                                                                                                                                                                                                                                   |

| Type of shareholders | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                      | <p>service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>                                                                                                                                                                                                                                                                                                                                |
|                      | <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> |

| Type of shareholders                                                                                               | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | <p>You may also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting &amp; voting during the meeting.</p> |

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL**

| Login type                                                                | Helpdesk details                                                                                                                                                                                                    |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login may contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33  |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login may contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free nos.: 1800 1020 990 and 1800 22 44 30 |

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

- a) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.



- 3) Now enter their User ID
  - a) For CDSL: 16 digits beneficiary ID
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|                                              | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>                                                                                                                                                                                                                                                                                    |
|----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <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.</li> </ul>                    |

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote,

provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share their password with any other person and take utmost care to keep their password confidential.

- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You may also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. 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.
- xvi. There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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 will be mapped automatically & can be delinked in case of any wrong mapping.
  - It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which

they have issued in favour of the Custodian, if any, be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [shares@vimta.com](mailto:shares@vimta.com), if they have voted from individual tab & have not uploaded in the CDSL e-voting system for the scrutinizer to verify the same.

**20. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops/Tablets or similar devices for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance **between 30<sup>th</sup> May, 2025 (09:00 a.m.) to 2<sup>nd</sup> June, 2025 (05:00 p.m.)** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries during **30<sup>th</sup> May, 2025 (09:00 a.m.) to 2<sup>nd</sup> June, 2025 (05:00 p.m.)** mentioning their name, demat account number/folio number, email ID, mobile number at (company email ID). These queries will be replied to by the company suitably by email.

viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any votes are cast by the shareholders through the e-voting facility available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**21. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email ID.: [shares@vimta.com](mailto:shares@vimta.com) / [rta@cilsecurities.com](mailto:rta@cilsecurities.com)
- ii. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you may write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 0991.

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# 2025 Annual Report

## CONTACT US

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