

June 12, 2026

**To,**  
**The Manager**  
**Dept of Corporate Services**  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai – 400001**

Dear Sir/Madam,

**Subject : Postal Ballot Notice**  
**Reference : Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**Scrip Code : 511509**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot & E -Voting, together with the Explanatory Statement thereto, seeking approval of the Members for the following Special Business as set out in the said Notice:

<b>S.No.</b>	<b>Ordinary Resolution</b>
1	Re-appointment of Mr. Kalyan Ram Mangipudi (DIN: 02012580) as the Whole-time Director of the Company
2	Approve Related Party Transaction involving appointment of Mrs. Madhavi Latha Kompella, Promoter, as an Advisor for Strategy & Business Development for a term of 5(five) years from October 01, 2026 to September 30, 2031
3	Approve Material Related Party Transactions with M/s. Virinchi Limited

The aforementioned Notice is being sent by electronic mode today i.e., June 12, 2026, to all the Members, who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agents of the Company viz., Aarthi Consultants Private Limited and whose names appear in the Register of Members / list of Beneficial Owners as on Friday, June 05, 2026.

The Notice of Postal Ballot & E -Voting is also available on the website of the Company viz., [www.vivobio.com](http://www.vivobio.com).

The remote e-voting will commence on Monday, June 15, 2026 at 9.00 a.m. (IST) and end on Tuesday, July 14, 2026 at 5.00 p.m. (IST), and the result thereof will be declared on or before Thursday, July 16, 2026.

This is for your information and records.

Thanking you,

Yours faithfully,

For Vivo Bio Tech Limited

**Vaishnavi Kiran Ayinampudi**  
**Company Secretary**

Encl. as above



**VIVO BIO TECH LIMITED**

Regd Office: 3rd Floor, Ilyas Mohammed Khan Estate, 8-2-672/5&6, Road No.1, Banjara Hills,  
Hyderabad - 500034, Telangana, India.

Tele: 040-23313288, Website: www.vivobio.com, Email: investors@vivobio.com,

CIN: L65993TG1987PLC007163

**NOTICE OF POSTAL BALLOT & E-VOTING**

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To

**The Members**

**Vivo Bio Tech Limited**

Dear Member(s),

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Monday, June 15, 2026 at 9.00 a.m. (IST)	Tuesday, July 14, 2026 at 5.00 p.m. (IST)

Notice is hereby given pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the Circulars issued from time to time by the Ministry of Corporate Affairs ("MCA"), including the General Circular No. 03/2025 dated September 22, 2025 (the "MCA Circulars") and the Circulars issued from time to time by the Securities and Exchange Board of India ("SEBI") (the "SEBI Circulars") read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the Resolution(s) appended below are proposed to be passed by the Members of the Company by means of Postal Ballot, only by way of remote electronic voting process ("e-voting").

Pursuant to the MCA Circulars and other applicable laws and regulations, this Postal Ballot Notice is being sent in electronic form only to those Members whose e-mail address is registered with the Depositories/Company/Registrar and Share Transfer Agent (RTA) i.e.,

Aarthi Consultants Private Limited (“Aarthi Consultants”). The Company has engaged the services of Central Depository Services India Limited (“CDSL”) for providing e-voting to all its members. As the Members are required to cast their votes electronically only, they are requested to read the instructions carefully, as provided in Note No. 12 in the Postal Ballot Notice.

The remote e-voting window shall remain open from 9:00 a.m. (IST) on Monday, June 15, 2026 till 05:00 p.m. (IST) on Tuesday, July 14, 2026, and the remote e-voting shall be disabled thereafter and shall not be allowed beyond the aforesaid date and time. Members are requested to cast their votes on or before the aforesaid date and time to consider the votes as valid.

As required pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, the Explanatory Statement, setting out the material facts concerning the proposed Resolution(s), is annexed hereto.

The Board of Directors has appointed Mr. G. Vinay Babu, Practicing Company Secretary (Membership No. A20592 and Certificate of Practice No. 20707), as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him after completion of scrutiny of the votes. The results of voting conducted through postal ballot (remote e-voting process only) will be announced by the Chairperson or any person authorized by chairperson on or before Thursday, July 16, 2026. The results of the voting along with the Scrutinizer’s Report will be made available on the Company’s website i.e. [www.vivobio.com](http://www.vivobio.com) the website of Aarthi Consultants Private Limited (RTA), at [www.aarthiconsultants.com](http://www.aarthiconsultants.com) and also communicated to BSE Limited (“BSE”), where the Company’s equity shares are listed and be available on it’s websites, i.e., [www.bseindia.com](http://www.bseindia.com)

## **PROPOSED RESOLUTIONS:**

### **SPECIAL BUSINESS**

#### **Item No. 1**

#### **Re-appointment of Mr. Kalyan Ram Mangipudi (DIN: 02012580) as the Whole-time Director of the Company.**

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

**“RESOLVED THAT** pursuant to Sections 2(51), 2(94), 149, 152, 179, 196, 197, 198 and 203 read with the Schedule V, Companies (Meetings of Board and its Powers) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder) (“Act”) read with applicable guidelines issued by the Central Government, from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any (including any statutory amendment or modification or re-enactment thereof for the time being in force) and in line with the Memorandum and Articles of Association, Nomination & Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee of the Company (hereinafter referred to as “Committee” and approval of the Board of Directors (hereinafter referred to as “Board” which term shall deem to include any Committee constituted or to be constituted by the Board) of the Company, consent of the Members of the Company be and hereby accorded to re-appoint Mr. Kalyan Ram Mangipudi (DIN: 02012580) as the Whole-time Director of the Company for the period and on the following terms as to the remuneration or otherwise, set out hereunder and with liberty to the Board to alter the said terms and conditions in such manner as may be agreed to between the Board and Ms. Mr. Kalyan Ram Mangipudi in the best interest of the Company but subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law:

**a. Period of Appointment:**

For period of 5(five) years from July 29, 2026 until July 28, 2031, with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

**b. Remuneration:**

Consolidated salary up to Rs.1,00,000/- (Rupees One Lakh only) per month.

**RESOLVED THAT** the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197, 198 and other applicable provisions of the Act read with Schedule V thereto or otherwise as may be permissible at law.

**RESOLVED FURTHER THAT** in the event in any financial year during his tenure, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay, remuneration in accordance with the limits as per the provisions of Schedule V of Companies Act, 2013.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Kalyan Ram Mangipudi, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time; and the Board be and is hereby authorised to revise the gross salary of the appointee by maximum of 50% per annum.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to revise, alter or modify the remuneration and perquisites payable to Mr. Kalyan Ram Mangipudi from time to time, subject to the limits approved by the Shareholders of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the Directors and/or Key Managerial Personnel to take necessary actions on behalf of the Company in that regard.”

## **Item No. 2**

**Approve Related Party Transaction involving appointment of Mrs. Madhavi Latha Kompella, Promoter, as an Advisor for Strategy & Business Development for a term of 5(five) years from October 01, 2026 to September 30, 2031.**

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

“**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, consents, permissions and sanctions as may be

necessary, consent of the Members of the Company be and is hereby accorded for appointment of Mrs. Madhavi Latha Kompella, Promoter, as an 'Advisor – Strategy & Business Development' of the Company for a period of 5 (five) years commencing from October 01, 2026 and ending on September 30, 2031, on the following monetary terms:

- a. Fixed fee/remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakhs only) per month;
- b. Reimbursement of all actual expenses incurred towards travelling, boarding, lodging and other incidental expenses while rendering advisory services for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this Resolution.”

### **Item No. 3**

#### **Approve Material Related Party Transactions with M/s. Virinchi Limited.**

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

“**RESOLVED THAT** pursuant to Regulation 23, Regulation 2(1)(zc) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Company’s Policy on Related Party Transactions, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof), to enter into contract(s), arrangement(s) or transaction(s) (whether by way of an individual transaction or a series of transactions taken together), between M/s. Vivo Bio Tech Limited (“Company”) and M/s. Virinchi Limited (“Virinchi”) [M/s. Vivo Bio Tech Limited forms part of the promoter group of M/s. Virinchi Limited and a related party of the Company under Section 2(76) of the Act and in terms of Regulation 2(1)(zb) of the Listing Regulations], on such terms and conditions as may be agreed between the parties, for an aggregate value not exceeding INR 30,00,00,000/- (Rupees Thirty Crores only) during a financial year, covering transaction in the nature of (a) availing of services not exceeding INR 10,00,00,000/- (Rupees Ten Crores only), (b) transfer

of any resources, services or obligations not exceeding INR 20,00,00,000/- (Rupees Twenty Crores only) ("Related Party Transactions"), to be entered into on such material terms and conditions as detailed in the explanatory statement to this resolution pursuant to Section 102 of the Act and other applicable provisions, and as may be deemed fit by the Board in its absolute discretion, notwithstanding the fact that the aggregate value of all such transaction(s) may exceed the prescribed thresholds under the Listing Regulations, provided that such Related Party Transactions shall be at arm's length and in the ordinary course of business.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit, including finalising and executing necessary contracts, agreements and other documents, and to take all such steps as may be required, including seeking necessary approvals, and to settle any questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director(s), Key Managerial Personnel or any other officer or authorised representative of the Company, as it may deem fit.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or the Audit Committee and/or any person so authorised by the Board in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board  
For Vivo Bio Tech Limited**

**Place: Hyderabad  
Date: May 30, 2026**

**A V Kiran  
Company Secretary  
M.No: A60906**

## NOTES:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Act, Secretarial Standards-2 (SS-2) and Listing Regulations stating all material facts and the reasons for the proposed Resolution(s) above, is annexed herewith for your consideration.
2. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the relevant Circulars issued by the Ministry of Corporate Affairs (“the MCA Circulars”), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services (India) Limited (“CDSL”). The instructions for electronic voting are annexed to this Notice.
3. In compliance with the aforesaid circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members whose names appear in the Register of Members/ Record of Depositories as on Friday, June 05, 2026 (Cut-off date) and whose E-mail addresses are registered with the Depositories/Company/Aarthi Consultants. The Postal Ballot Notice is also made available on the Company’s website at [www.vivobio.com](http://www.vivobio.com) and on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com).
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad - 500029, Telangana State, India i.e., at [info@arthiconsultants.com](mailto:info@arthiconsultants.com).
5. The voting rights for Equity Shares are one vote per one Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, June 05, 2026. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
6. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution(s) through

the e-voting service facility provided by CDSL. The instructions for e-voting are provided in Note No. 12 of this Postal Ballot Notice.

7. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section ***“Instructions for E-Voting”*** in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process from 9:00 a.m. (IST) on Monday, June 15, 2026 till 05:00 p.m. (IST) on Tuesday, July 14, 2026, to be eligible for being considered, failing which it will be considered that no response has been received from the shareholder.
8. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Thursday, July 16, 2026 and will also be displayed on the website of the Company at [www.vivobio.com](http://www.vivobio.com) besides being communicated to the Stock Exchange.
9. The Resolution(s) proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, July 14, 2026, the last date specified for receipt of votes through the e-voting process and as if they have been passed at a General Meeting of the Members of the Company.
10. The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the resolution(s) has been carried or not, along with the Scrutinizer’s report will be displayed for at least three days on the notice board of the Company at the registered office of the Company and on the website of the Company.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [Investors@vivobio.com](mailto:Investors@vivobio.com).

## 12. The instructions of shareholders for remote e-voting:

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

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

- (i) The voting period begins on Monday, June 15, 2026 at 9.00 a.m. (IST) and ends on Tuesday, July 14, 2026 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, June 05, 2026 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.

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsd.com">https://eservices.nsd.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 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-</p>

(holding securities in demat mode) login through their **Depository Participants (DP)**

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.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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 <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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 your password with any other person and take utmost care to keep your 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 can 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 BR/POA 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 delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen

signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@vivobio.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email/mobile no. are not registered with the company/depositories.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

**General Instructions:**

1. In case Members of the Company have not registered their e-mail address:

In terms of the MCA and SEBI Circular mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting [http://www.aarthiconsultants.com/investor\\_services/](http://www.aarthiconsultants.com/investor_services/). Post successful registration of

email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to [info@arthiconsultants.com](mailto:info@arthiconsultants.com).

2. The Remote E-voting period commences from 9:00 a.m. (IST) on Monday, June 15, 2026 till 05:00 p.m. (IST) on Tuesday, July 14, 2026. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e., Friday, June 05, 2026 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

3. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith submit to the Chairperson of the Company.

4. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e., Tuesday, July 14, 2026. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.vivobio.com](http://www.vivobio.com) and also on the notice board placed at the Registered Office of the Company and on the website of CDSL.

5. Mr. A V Kiran, Company Secretary, Vivo Bio Tech Limited, Regd. Off. 3rd Floor, Ilyas Mohammed Khan Estate, 8-2-672/5&6, Road No.1, Banjara Hills, Hyderabad - 500034, Telangana, India, Email: [investors@vivobio.com](mailto:investors@vivobio.com), Phone No. 040-23313288 is responsible to address the grievances connected with the E-voting and Postal Ballot.

6. To receive communication through electronic means, including notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with the Company RTA i.e. Aarthi Consultants Private Limited on [www.arthiconsultants.com/investor\\_services](http://www.arthiconsultants.com/investor_services).

7. Members holding shares either in demat or physical mode who are in receipt of Notice and entitled to vote, may cast their votes through e-voting.

**By Order of the Board**

**For Vivo Bio Tech Limited**

**Place: Hyderabad**  
**Date: May 30, 2026**

**A V Kiran**  
**Company Secretary**  
**M.No: A60906**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**  
**FORMING PART OF THE NOTICE**

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution No. 1 as set out in the Notice of Postal Ballot.

**Item No.: 1**

Mr. Kalyan Ram Mangipudi was appointed as an Additional Director of the company on November 26, 2009, who was later regularised as Director at 23rd Annual General Meeting convened on September 29, 2010. Mr. Kalyan Ram Mangipudi was later Appointed as the Whole-time Director for a period of 3 (three) years from July 30, 2013 to July 29, 2016, then Re-appointed for a period of 5 (five) years from July 29, 2016 to July 28, 2021; and again for period of 5 (five) years from July 29, 2021 to July 28, 2026. Accordingly, the tenure of Mr. Kalyan Ram Mangipudi as the Whole-time Director is due to expire on July 28, 2026.

Mr. Kalyan Ram Mangipudi is proposed to be re-appointed from July 29, 2026 until July 28, 2031 as the Whole-time Director of the Company.

Considering his vast experience and valuable contributions to the Company, on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 30, 2026 has approved the re-appointment of Mr. Kalyan Ram Mangipudi as the Whole-time Director of the Company, subject to the approval of the Members of the Company being sought via this Notice.

Mr. Kalyan Ram Mangipudi has provided to the Board:

- consent to act as the Whole-time Director (“WTD”) and is eligible to be re-appointed as the WTD of the Company;
- declaration that he is not disqualified to be re-appointed as a Director in terms of provisions of Section 164 of the Companies Act, 2013 (“Act”) and
- is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority.

Members approval is sought for the re-appointment of and remuneration payable to Mr. Kalyan Ram Mangipudi as the Whole-time Director for the period commencing from July 29, 2026 to July 28, 2031 in terms of the applicable provisions of the Act, more particularly as stated in the resolution no. 1 of the Notice and this explanatory statement.

Except Mr. Kalyan Ram Mangipudi, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested (financially or otherwise) in the proposed Ordinary Resolution, except to the extent of their shareholding in the Company, if any.

Considering the above, the Board of Directors recommends the resolution as set out at item no. 1 of this Notice with respect with respect to the re-appointment of Mr. Kalyan Ram Mangipudi as the Whole-time Director of the Company, for approval of the Members of the Company as an Ordinary Resolution.

## **Item No.: 2**

### **Context of Resolution:**

In terms of Regulation 23 of the SEBI Listing Regulations read with Section 188 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, material related party transactions require prior approval of the shareholders of the Company through an ordinary resolution, irrespective of whether such transactions are in the ordinary course of business or at arm's length basis.

Further, SEBI vide circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 (collectively referred to as "SEBI Circulars") has prescribed minimum information required to be placed before the Audit Committee and shareholders while seeking approval for Related Party Transactions.

Mrs. Madhavi Latha Kompella, being a Promoter of the Company, is a related party under the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, has approved the appointment of Mrs. Madhavi Latha Kompella as "Advisor – Strategy & Business Development" for a period of 5 (five) years commencing from October 01, 2026 till September 30, 2031, subject to approval of the Members.

The proposed appointment is intended to leverage her experience, strategic guidance, business development capabilities and long-standing association with the Company for advising the management in areas including strategic planning, growth initiatives, business expansion opportunities, stakeholder engagement and other advisory functions as may be assigned by the Board from time to time.

The proposed remuneration payable to Mrs. Madhavi Latha Kompella comprises:

- a. Fixed fee/remuneration of INR 15,00,000/- (Rupees Fifteen Lakhs only) per month; and
- b. Reimbursement of all actual expenses incurred towards travelling, boarding, lodging and other incidental expenses while rendering advisory services for and on behalf of the Company.

The Audit Committee has reviewed the terms of appointment and certified that the proposed transaction is in the interest of the Company. The Board is of the opinion that the proposed appointment and remuneration are reasonable and commensurate with the nature of advisory services proposed to be availed by the Company.

**The relevant details required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:**

S.No.	Particulars	Details
1.	Name of the Related Party	Mrs. Madhavi Latha Kompella
2.	Name of the Director or Key Managerial Personnel who is related, if any	Not applicable
3.	Nature of Relationship	Mrs. Madhavi Latha Kompella is a Promoter of the Company
4.	Nature, material terms, monetary value, and particulars of the contract or arrangement	Appointment as "Advisor – Strategy & Business Development" for a period of 5 years from October 01, 2026 to September 30, 2031 at a fixed remuneration of Rs. 15,00,000/- per month along with reimbursement of actual travelling, boarding, lodging and incidental expenses incurred in connection with advisory services rendered to the Company
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	The proposed appointment is considered beneficial to the Company in view of the experience, strategic guidance, industry knowledge and business development support expected to be provided by Mrs. Madhavi Latha Kompella. The transaction has been reviewed and approved by the Audit Committee and Board of Directors of the Company.
6.	Valuation Report or other external party report made available on the Company's website and will be accessible at	The proposed transaction relates to availing of advisory services on agreed commercial terms. Accordingly, no valuation report or external party report has been obtained.

**Minimum information to the Shareholders for approval of Related Party Transactions as per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026:**

**PART A:**

<b>S.No.</b>	<b>Particulars of the information</b>	<b>Information provided by management</b>
1.	Name of the related party	Mrs. Madhavi Latha Kompella
2.	Country of incorporation of the related party	Indian citizen
3.	Nature of business of the related party	Business
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following- <ul style="list-style-type: none"> <li>• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party</li> <li>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	Mrs. Madhavi Latha Kompella is a Promoter of the Company. Her shareholding as on March 31, 2026 is nil
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Company has paid remuneration of Rs. 1,80,00,000/- to Mrs. Madhavi Latha Kompella during FY 2025-26
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the	Company has paid remuneration of Rs. 30,00,000/- to Mrs. Madhavi Latha Kompella during from April 01, 2026 to May 30, 2026

	quarter immediately preceding the quarter in which the approval is sought.	
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable
8.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Approximate aggregate remuneration of Rs. 1,80,00,000/- (Rupees One Crore Eighty Lakh only) per annum, excluding reimbursement of actual expenses
9.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
10.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approximately 3.37 % (Approximate aggregate remuneration Rs. 1,80,00,000/- per annum) of FY 2025-26 annual consolidated turnover
11.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
12.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable
13.	Financial performance of the related party for the immediately preceding financial year:	Not Applicable
14.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing of advisory and consultancy services

15.	Details of each type of the proposed transaction	Appointment as “Advisor – Strategy & Business Development” for providing strategic advisory, business development and related consultancy services to the Company
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5 (five) years from October 01, 2026 to September 30, 2031
17.	Whether omnibus approval is being sought?	No
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 1,80,00,000/- (Rupees One Crore Eighty Lakhs only) per financial year towards fixed remuneration, excluding reimbursement of actual expenses
19.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed appointment is expected to benefit the Company through strategic guidance, business development support, industry expertise and advisory assistance to management in relation to growth initiatives and operational strategy.
20.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mrs. Madhavi Latha Kompella, Promoter, is interested in the proposed transaction. Other Directors/KMPs are interested only to the extent of their shareholding, if any, in the Company.
21.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No valuation report or external party report has been obtained since the transaction relates to availing of advisory services on agreed commercial terms.
22.	Other information relevant for decision making.	The Audit Committee and Board of Directors have reviewed the proposed transaction and are of the opinion that the same is in the best interests of the Company.

**PART B(1):**

**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

<b>S.No.</b>	<b>Particulars of the information</b>	<b>Information provided by management</b>
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transaction relates to availing of strategic advisory and business development services from Mrs. Madhavi Latha Kompella considering her experience, industry knowledge, association with the Company and understanding of the Company's business operations. Accordingly, no bidding or similar selection process was considered necessary.
2.	Basis of determination of price.	The remuneration has been determined by the Board of Directors based on the nature, scope and expected value of the advisory and business development services to be rendered to the Company, taking into consideration the experience, expertise and responsibilities associated with the role.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable, as no trade advance is proposed to be extended under the proposed transaction.

Approval of the Members is sought for the material related party transaction relating to appointment of Mrs. Madhavi Latha Kompella, Promoter, as "Advisor – Strategy & Business Development" of the Company for a period commencing from October 01, 2026 to September 30, 2031 and payment of remuneration thereto, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 188 and other applicable provisions of the Companies Act, 2013, as more particularly set out in Resolution No. 2 of the accompanying Notice and this Explanatory Statement.

Except Mrs. Madhavi Latha Kompella and her relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives is in any way concerned or

interested, financially or otherwise, in the proposed Ordinary Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

### **Item No.: 3**

#### **Context of Resolution:**

Pursuant to Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') Related Party Transaction ('RPT') includes a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 read with Scheduled XII of the SEBI Listing Regulations, in case of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, is up to Rs. 20,000 crore, any transaction with a related party shall be considered "material", if the transaction(s) entered into/to be entered into individually or taken together with the previous transaction(s) during a financial year exceeds 10% of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. In terms of Regulation 23 of the SEBI Listing Regulations, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at arm's length basis.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, SEBI Circular no. SEBI /HO /CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 October 13, 2025 (collectively referred to as 'SEBI Circular') has mandated "Minimum Information" on the related party transaction in specified format ("Industry Standards") to be provided by listed entity to the Audit Committee and to the shareholders, while seeking their approval on the RPTs.

It is in the above context that, resolution at Item no.3 dealing with material related party transactions (“Material RPTs”) between M/s. Vivo Bio Tech Limited (“Company”) and M/s. Virinchi Limited (“Virinchi”) [M/s. Vivo Bio Tech Limited forms part of the promoter group of M/s. Virinchi Limited and a related party of the Company under Section 2(76) of the Act and in terms of Regulation 2(1)(zb) of the Listing Regulations], is placed for the approval of the Members of the Company along with necessary details on the proposed Material RPTs provided in this Statement.

We further disclose that as per regulation 23 of the SEBI (LODR) Regulations 2015, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

For the purpose of calculating the total amount of proposed Material RPTs (as provided in resolution at Item no.3) as a percentage of annual consolidated turnover of the Company and / or annual standalone turnover of the subsidiary company and/or annual standalone turnover of the related party (as applicable) as of the immediately preceding financial year, we have considered annual consolidated turnover of the Company as at 31<sup>st</sup> March 2026 as the ‘preceding financial year’.

M/s. Vivo Bio Tech Limited’s consolidated turnover for F.Y. 2025-26 stands at INR 5,333.47 Lakhs, any proposed related party transaction the value of which is exceeding INR 5.33 Crore during a financial year (For convenience INR 5 Crore is being considered for this threshold) is being treated as material in nature and is being put forth by the Board for the approval of shareholders.

**Company’s related party transaction framework:**

The Company has established a formal policy and procedure for the approval of Related Party Transactions (RPTs), which undergo periodic review. This Policy specifies the information that must be submitted to the Audit Committee to facilitate the review and approval of proposed transactions with related parties, including the rationale for such transactions. Furthermore, the Company ensures that the Audit Committee receives all information mandated by applicable Standards. In addition, the Audit Committee is provided with quarterly updates detailing the actual related party transactions carried out during each quarter.

The Audit Committee comprises of Independent Directors as its members, which helps in providing an objective judgement to all transactions proposed for approval.

Any material related party transaction is placed before the shareholders for its prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Audit Committee has reviewed the certificate provided by CFO as required under the RPT Industry Standards.

All the proposed Material Related Party Transactions (material RPT) have been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.

As per the estimates, the undermentioned are Related Party Transactions that are expected to exceed INR 5 Crore thresholds for a financial year.

**The relevant details required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:**

S.No.	Particulars	Details
1.	Name of the Related Party	M/s. Virinchi Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any	Not applicable
3.	Nature of Relationship	M/s. Vivo Bio Tech Limited forms part of Promoter Group of M/s. Virinchi Limited
4.	Nature, material terms, monetary value, and particulars of the contract or arrangement	<p>The proposed transactions are in the nature of (a) availing of software consultancy services, and (b) transfer of resources, services or obligations including giving/taking intercorporate loans.</p> <p>The aggregate value of such transactions shall not exceed INR 30,00,00,000/- (Rupees Thirty Crores only) during Financial Year 2026-27.</p> <p>Inter-corporate loans, if any, shall carry an interest rate of approximately 9% per annum, shall be unsecured, and shall be repayable within a period of 12 months from the date of disbursement, with an option to extend for a further period as may be mutually agreed between the parties.</p>
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	The proposed transactions are necessary for seamless business operations and to support the operational and financial requirements of the company. All transactions shall be subject to prior approval of the Audit Committee and shall be reviewed on a periodic basis. The transactions are in the best interest of the Company and its stakeholders.
6.	Valuation Report or other external party report made available on the Company's	No valuation report or external party report has been obtained.

website and will be accessible at	
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**Minimum information to the Shareholders for approval of Related Party Transactions as per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026:**

**PART A:**

<b>S.No.</b>	<b>Particulars of the information</b>	<b>Information provided by management</b>		
1.	Name of the related party	Virinchi Limited (Virinchi)		
2.	Country of incorporation of the related party	India		
3.	Nature of business of the related party	Software Consultancy Services		
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following- <ul style="list-style-type: none"> <li>• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party</li> <li>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	<p>M/s. Vivo Bio Tech Limited forms part of Promoter Group of M/s. Virinchi Limited.</p> <p>M/s. Vivo Bio Tech Limited holds 59,50,000 Equity Shares (5.38%) and 1,00,50,000 Convertible Warrants (convertible in to equity shares) in M/s. Virinchi Limited.</p>		
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>S.No.</b>	<b>Nature of Transactions</b>	<b>FY 2025-26</b>
		1	Availing software consultancy services	Nil
		2	Giving intercorporate loans to Virinchi	Nil

		3	Taking intercorporate loans from Virinchi	Nil
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<b>S.No.</b>	<b>Nature of Transactions</b>	<b>FY 2026-27</b>
		1	Availing software consultancy services	Nil
		2	Giving intercorporate loans to Virinchi	Nil
		3	Taking intercorporate loans from Virinchi	Nil
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default made by Virinchi		
8.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	On a consolidated basis involving availing of services; transfer of any resources, services or obligations not exceeding INR 30,00,00,000/- (Rupees Thirty Crores only) during a financial year		
9.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
10.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approximately 56.25 %		
11.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable		
12.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be	Approximately 10.55 %		

	made on standalone turnover of related party) for the immediately preceding financial year, if available.									
13.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars (Standalone)</th> <th>FY 2025-26 (in Crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>164.00</td> </tr> <tr> <td>Profit after tax</td> <td>6.73</td> </tr> <tr> <td>Net worth</td> <td>470.27</td> </tr> </tbody> </table>	Particulars (Standalone)	FY 2025-26 (in Crore)	Turnover	164.00	Profit after tax	6.73	Net worth	470.27
Particulars (Standalone)	FY 2025-26 (in Crore)									
Turnover	164.00									
Profit after tax	6.73									
Net worth	470.27									
14.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a. Availing of services; b. Transfer of any resources, services or obligations								
15.	Details of each type of the proposed transaction	<p>1. For availing or rendering of services:</p> <p>a. Availing software consultancy services</p> <p>2. For transfer of any resources, services or obligations</p> <p>a. Giving intercorporate loans to Virinchi</p> <p>b. Taking intercorporate loans from Virinchi</p>								
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval of the Shareholders is being taken for transactions undertaken during a financial year								
17.	Whether omnibus approval is being sought?	Yes								
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	On a consolidated basis involving availing of services; transfer of any resources, services or obligations not exceeding INR 30,00,00,000/- (Rupees Thirty Crores only) during a financial year								
19.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are necessary for seamless business operations and to support the operational and financial requirements of the company. All transactions shall be subject to prior approval of the Audit Committee and shall be reviewed on a periodic basis. The transactions are in the best interest of the Company and its stakeholders.								
20.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction,	The Promoter/Promoter Group, Directors and KMP are interested to the extent of their shareholding in								

	<p>whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Vivo Bio Tech Limited and Virinchi Limited, other than that there is no other interest.</p> <table border="1"> <tr> <td><b>Name of Director / KMP</b></td> <td><b>Shareholding in Virinchi Limited</b></td> </tr> <tr> <td colspan="2">No Director / KMP of the company holds any shareholding in Virinchi Limited</td> </tr> </table>	<b>Name of Director / KMP</b>	<b>Shareholding in Virinchi Limited</b>	No Director / KMP of the company holds any shareholding in Virinchi Limited	
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No Director / KMP of the company holds any shareholding in Virinchi Limited						
21.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	<p>The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions.</p> <p>No valuation report or any other external party report was considered.</p>				
22.	Other information relevant for decision making.	Please refer to aforementioned details				

**PART B(1):**

**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

<b>S.No.</b>	<b>Particulars of the information</b>	<b>Information provided by management</b>
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The terms of the proposed transactions are finalised as per the market practice, no bidding or other process was applied for choosing related party for availing software consultancy services
2.	Basis of determination of price.	Market rates
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	As per standard industry practice

**PART B(2):**

Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by management
1.	Source of funds in connection with the proposed transaction.	Operational funds from internal accrual
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness is incurred to give loan, inter-corporate loan.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note: Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	Bank borrowing rate of the company is approximately 9 %  Company has not undertaken borrowings with a comparable maturity profile to the loan/ICD being granted to Virinchi
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	9 %
5.	Maturity / due date	Inter-corporate loans shall mature 12 months from the date of disbursement. Upon maturity, the tenure may be extended for such further period as may be mutually agreed between the parties.
6.	Repayment schedule & terms	Intercorporate loans may be repaid at any time prior to the original date of maturity or within such extended tenure, as may be mutually agreed between the parties.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Intercorporate loans given is for the operational requirements of Virinchi

**PART B(3):**

**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**

<b>S.No.</b>	<b>Particulars of the information</b>	<b>Information provided by management</b>
1.	Material covenants of the proposed transaction	There are no other Material covenants in the proposed transaction.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	9 %
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	Bank borrowing rate of the company is approximately 9 %
4.	Maturity / due date	Inter-corporate loans shall mature 12 months from the date of disbursement. Upon maturity, the tenure may be extended for such further period as may be mutually agreed between the parties.
5.	Repayment schedule & terms	Intercorporate loans may be repaid at any time prior to the original date of maturity or within such extended tenure, as may be mutually agreed between the parties.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Intercorporate loans taken is for the operational requirements of the Company

**PART C(1):**

**Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**

<b>S.No.</b>	<b>Particulars of the information</b>	<b>Information provided by management</b>
1.	Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	Virinchi - Bank Loan Ratings dated 06/05/2026 ACUITE BB+   Stable   Reaffirmed (long term rating) ACUITE A4+   Reaffirmed

		(short term rating)
2.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>a) No defaults on borrowing have been reported by Virinchi over the last three financial years.</p> <p>b) No account of Virinchi has been classified as a non-performing asset by any of its bankers.</p> <p>c) Virinchi has not been declared a wilful defaulter by any of its bankers.</p> <p>d) Virinchi is neither undergoing nor facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>e) Virinchi does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>

The Board recommends the resolution(s) at Item No. 3 of the accompanying Notice for approval by the Members of the Company as an Ordinary Resolution. Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution(s) as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

**By Order of the Board**

**For Vivo Bio Tech Limited**

**Place: Hyderabad**

**Date: May 30, 2026**

**A V Kiran**

**Company Secretary**

**M.No: A60906**

**Details of the Directors seeking appointment / re-appointment in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India and Regulations 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>S.No.</b>	<b>Particulars</b>	<b>Information</b>
1.	Name of the Director	Mr. Kalyan Ram Mangipudi
2.	DIN	02012580
3.	Date of Birth/Age	24/06/1978, 47 years
4.	Date of First Appointment	26/11/2009
5.	Brief resume (including qualifications and experience)	Kalyan has more than 25 years of experience in Accounting, Finance & administration. He holds a post graduate degree in Commerce and post graduate in Business Administration.
6.	Terms & Conditions of appointment/ re-appointment	As set out in the proposed Resolution forming part of this Notice.
7.	Past Remuneration drawn from the Company (FY 2025-26)	Rs. 9.55 lakh.
8.	Remuneration sought to be paid	Consolidated salary up to Rs. 1,00,000/- (Rupees One Lakh only) per month.
9.	Shareholding in the Company as on March 31, 2026	Nil
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
11.	Number of Board meetings attended during FY 2025 – 2026	8(eight) of the 8
12.	List of other companies in which directorship is held (Directorship in other Companies as on date of this Notice exclude this company, foreign companies and companies formed section 8 of the Act.)	Listed companies: Nil Unlisted companies: 1. Vivobio Discovery Services Private Limited 2. Bharat Megawatts Gen Private Limited 3. Pragnapur Developers Private Limited 4. Shri Shri Resorts Private Limited 5. Gajwel Developers Private Limited 6. Vivobio Labs Private Limited 7. Surlogic Life Consultancy Private Limited 8. Vivobio Consulting Services Private Limited
13.	Listed entities from which resigned as a Director in the past three years	Nil
14.	Chairperson/Member of the Committee(s) of the Board of Directors of the Company (In	Member of Audit Committee and Stakeholders Relationship Committee (Vivo Bio Tech Limited)

	terms of the applicable provisions of the SEBI Listing Regulations, memberships and chairperson in committee only includes the Audit Committee and Stakeholders Relationship Committee in other public limited companies (including deemed public company), whether listed or not)	
15.	Chairperson / Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member / Chairperson (In terms of the applicable provisions of the SEBI Listing Regulations, memberships and chairperson in committee only includes the Audit Committee and Stakeholders Relationship Committee in other public limited companies (including deemed public company), whether listed or not)	Nil