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Annual General Meeting on Saturday, September 28, 2013 at 1.00 PM at Padmashali Kalyana Mandapam, 2-12-66, Nehru Nagar, West Marredpally, Secunderabad - 500 026. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the Meeting.

Registered Office:

Flat # 608, 6th Floor, Lingapur Complex,
Himayat Nagar, Hyderabad - 500 029
Phone # : 040-66784714; 66784719
Fax: 040-66776112

Auditors:

M/s. P. Murali & Co.,
Chartered Accountants
6-3-655/2/3, Somajiguda,
Hyderabad - 500 082
Phone # : (040)-23326666, 23312554

Bankers**M/s. CANARA BANK**

Overseas Branch
Adarsh Nagar, Hyderabad.

M/s BANK OF BARODA

Marredpally Branch, Secunderabad.

Registrars & Share Transfer Agents**M/s. Aarthi Consultants Pvt. Ltd.,**

1-2-285, Domalguda,
Hyderabad - 500 029
Ph Nos. : 27634445, 27638111
Fax No. : 27632184

Board of Directors**Dr. Alangudi Sankaranarayanan**

-Whole Time Director & CEO

K. Sri Kalyan*

-Whole Time Director
(Resigned w.e.f 30th July 2013)

Kunasingam V.Sittamapalam

-Director

M. Kalyan Ram

-Whole Time Director

K.Sunder

-Director

Dr. V. Narasaiah

-Additional Director

CEO's Message

There has never been a more exciting time to be at Vivo Bio Tech Limited. We are robustly positioned to meet our clients need to hasten outsourcing to advance the speed and productivity of their research and development functions.

In 2013, we proudly celebrated our Twenty Sixth Anniversary as a Public Listed Company. This year has been a milestone in the history of Vivo Bio Tech Limited. This year marked the company emerging as an Integrated Biotech - CRO player having created a sustainable and diversified business with a growing international presence and a market leading portfolio of Drug Development Services.

A Future filled with opportunities

Many large pharmaceutical and biotech companies are faced with severe monetary realities that prompt them to clinch outsourcing as a strategic alternative to investing in fixed-cost internal development capacity. Also, these companies do not have in place, nor does it make profitable sense for them to establish, the in-house capabilities to move their compounds through the regulatory process.

Despite the financial crunch and a drop in early-stage research, a report conducted by Business Insights states that the global CRO market is expected to grow 14% per year during the next three years, making contract research a \$35 billion industry by 2013.

According to Frost & Sullivan, despite the existence of CROs for over two decades now, the penetration rate of outsourcing, as a percentage of the total R&D spending, is less than 25%. "Hence, there is great potential for CROs to grow through just expansion."

Although growth has slowed in the recent years, the Asia Pacific region remains one of the highest growth regions specifically in the area of outsourcing and therefore remains a high priority for global pharma companies.

These key market dynamics create a mature environment for sizeable volumes of outsourcing and bode well for significant and continuous industry growth. Overall, the outsourcing market is poised to return to healthier growth rates from 2014.

Vibrant growth

The company also made an application with National GLP Compliance Monitoring Authority for GLP certification. In May 2012, the preliminary site visit by them has been completed. The company is gearing up for the final audit which is anticipated in the last quarter of 2013.

In August 2012, the company successfully received 'Breeding & Trading' license for Rodents from Committee for the Purpose of Control and Supervision on Experiments on Animals (CPCSEA). The company already has set up the required infrastructure and ready to start the commercial supply of Specific Pathogenic Free Rodents to the biomedical research community from September 2012.

The company has partnered with Taconic Farms, Inc., (USA) and have entered into an agreement under which Vivo Bio Tech will gain rights to breed and distribute select Taconic mouse and rat models in India. Through this arrangement, the two companies will greatly improve the availability of high-quality animals for biomedical research in India. Vivo Bio Tech will breed and distribute select Taconic animal models, including a variety of inbred and outbred mice and rats, as well as the proprietary Taconic Knockout Repository of more than 4,000 knockout lines. The company has started supplying - SD Rat, BALB/c Mouse, C57BL/6 Mouse, Swiss Webster Mouse and Athymic Nude Mouse to various pharmaceutical, biotech, CROs and Academic Institutes.

As of July 31, 2013 we had 105 employees.

Outlook 2013

We strongly believe that 2013 will be a far exciting year for Vivo Bio Tech Limited in terms of revenues, as we are fully equipped to meet the needs of clients globally, having established state-of-art infrastructure, knowledge teams and business contacts.

I thank our bankers for enduring to trust Vivo Bio Tech Limited and for their timely support, our employees who had extremely performed good, and finally, thanks to our shareholders, for their consistent confidence in our company.

Dr. A. Sankaranarayanan, Ph.D., F.C.P.
Chief Executive Officer
Vivo Bio Tech Limited

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of the Company will be held on Saturday, the 28th day of September, 2013, at 01.00 PM at Padmashali Kalyana Mandapam, 2-12-66, Nehru Nagar, West Marredpally, Secunderabad- 500026 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ended March 31, 2013; Balance Sheet as on that date along with the Schedules forming part of it, notes to accounts and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. K. Sunder who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modifications(s), the following resolution as an ordinary resolution

"RESOLVED that M/s. P. Murali& Co, Chartered Accountants (ICAI Reg. No. 007257S), who retire at the conclusion of this Annual General Meeting, be and are hereby appointed as statutory auditors of the company till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee

SPECIAL BUSINESS

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

"RESOLVED THAT Dr. V. Narasaiah, Who was appointed as an Additional Director of the company with effect from 30th July, 2013, who holds office under Section 260 of the Companies Act, 1956, up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received notice in writing under section 257 and other applicable provisions, if any, of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. 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 198,269 and 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (hereinafter referred to as the "Act" which includes any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the company be and is hereby accorded to the appointment of Mr.M. Kalyan Ram as Whole Time Director of the Company, for a period of 3(Three) years with effect from 30th July, 2013 on a monthly remuneration of Rs.30,000 Per month."

"RESOLVED FURTHER that the remuneration as set out in this resolution including benefits, amenities and perquisites, shall be allowed and paid to Mr. M. Kalyan Ram as minimum remuneration during the currency of his tenure, notwithstanding the absence of inadequacy of profits for any financial year, but shall not, in any such financial year, exceed the ceiling laid down in this behalf in Schedule XIII to the Act, including amendments made thereto"

"RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 1956 and subject to the accordance of the requisite approvals, the board be and is here by authorized to revise the gross salary of the appointee by a maximum of 50% per annum".

6. To Consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956(Act) (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, the Listing Agreement entered into between the Company and the Various stock exchanges, the Guidelines for Preferential Issues contained in Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements) Regulations, 2009, rules and regulations framed by Reserve Bank of India(RBI) and other statutory /regulatory authorities, and subject to all applicable norms, guidelines, regulations in force, and statutory approvals, consents, permissions or sanctions as may be necessary, of appropriate authorities, institutions or bodies and subject to such conditions as the authorities may impose at the time grating their approvals/consents/permissions/sanctions and which may be agreed to by the Board of Directors of the Company (the “Board”, which expression shall include any committee thereof constituted/to be constituted by the Board for exercising the powers conferred on the Board by this Resolution) if it thinks fit in the interest of the Company, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 10,00,000 (Ten Lacs Only) Equity Shares of Rs.10/- each at a premium to be decided as per the SEBI guidelines, to strategic investors of the company, the details of which are mentioned in the Explanatory Statement annexed hereto, on preferential allotment basis, on such terms and conditions and in such manner as the Board may think fit, whether or not they are members of the Company

“RESOLVED FURTHER THAT

- a) The relevant date for the purpose of pricing of the equity shares as above, in accordance with the SEBI Guidelines is 29th August, 2013 being the 30th day prior to 28h September, 2013 (i.e. the 30th day prior to the date on which the meeting of the general body of shareholders is held, in terms of Section 81(1A) of the Companies Act, 1956 to consider the proposed issue.)
- b) The equity shares to be issued and allotted in pursuance of this resolution shall rank *pari passu* with the then existing equity shares of the company in all respects.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the equity shares and the utilization of the issue proceeds thereof, to effect any modification (s) to the foregoing (including any modifications to the terms of the issue) in the best interests of the Company and its shareholders and to execute all such writings and instrument(s) as the Board may in its absolute discretion deem necessary or desirable.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any committee of Directors of the Company to give effect to the aforesaid resolution”.

BY ORDER OF THE BOARD
For Vivo Bio Tech Ltd

PLACE: HYDERABAD
DATE : 29-08-2013

Dr. A. Sankaranarayanan
Whole Time Director & CEO

Important Communique to Members -Green Initiative in Corporate Governance

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliance by the companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/ the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while Members holding shares in demat form can intimate/update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

NOTES

- a. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument of proxy in order to be effective must be deposited at the registered office of the Company, duly completed and signed not less than 48 hours before the meeting.
- b. The relevant Explanatory Statement in respect of the Special Business set out above, as required by Sec.173 (2) of the Companies Act, 1956 is annexed hereto. The relevant details as required by Clause 49 of the Listing Agreements entered with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 2, 4, and 5 are also annexed
- c. The Register of Members / Register of Beneficiaries and Share Transfer books of the Company will remain closed from 20th September, 2013 to 28th September 2013 (both days inclusive)
- d. Members are requested to send all communication relating to shares to the Company's R&T Agents (Physical and Electronic) at the following address: M/s. Aarthi Consultants Private Ltd, Unit: Vivo Bio Tech Ltd, 1-2-285, Domalguda, Hyderabad-500 029

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to Section 173(2) of The Companies Act, 1956

Item#4

Dr. V.Narasaiah was appointed as an Additional Director of the company as per the provisions of Section 260 of the Companies Act, 1956("the Act") in the Board Meeting held on 30th July, 2013. Pursuant to Section 260 of the Companies Act, 1956. Dr.V. Narasaiah holds office of Director up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under section 257 of the Companies Act, 1956, along with a deposit of Rs.500/- from a member signifying his intention to propose the name of Dr.V.Narasaiah as a candidate for the office of Director. The profile of the Director is given hereto under the head 'Additional Information'

The Board recommends the resolution for the members' approval in the Annual General Meeting.

None of the Directors except Dr.V. Narasaiah is concerned or interested in the resolution

Item#5

The Board of Directors of the Company in its meeting held on 30th July, 2013, appointed Mr. M. Kalyan Ram as Whole Time Director for a period of 3 years with effect from 30th July, 2013 at a gross remuneration of Rs. 30,000 P.M. subject to the approval of members. He is presently with the company as Independent and Non- Executive Director

Considering his competence, experience as also the envisaged growth in the activities of the company and as compared to remuneration presently being paid to persons in similar situations in the country, the terms of his promotion and remuneration as set out below are viewed to be just, fair and reasonable.

He is having no other directorships and also not a member in the committees of any other companies.

The remuneration has been approved by the remuneration committee.

As per the provisions of Schedule XIII of the Companies Act, 1956 appointment of Mr. M. Kalyan Ram as Whole Time Director requires the approval of the members in General Meeting. Hence, the above resolution at item# 5 is submitted to the meeting for ratification by the members of the company by passing a Special Resolution.

The Board of Directors commends the above resolution at Item# 5 for your approval.

None of the Directors of the Company except Mr. M. Kalyan Ram to the extent of his appointment as director is concerned or interested in this resolution

Item#6

As members are aware the company has significant growth plans. While the current cash flows from the operations are not sufficient and the above projects would require significant outlay of funds in the coming years. These projects will necessitate external infusion of funds at different points of time in the future. Since the activities of the company are going to diversify into across different fields, there will be considerable amount of investment the company has to make. It is thought prudent to obtain shareholders' approval for issue of securities through preferential allotment of shares to Promoters and strategic investors to enable the company to raise a part of this fund requirement for the said growth plans.

Hence, the company proposes to issue 10,00,000 Equity Shares to the strategic investors as detailed hereunder subject to the approval of members and such other approvals as may be necessary. The proposed issue of Equity Shares on preferential basis to strategic investors would be strictly in accordance with Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the

following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2009.

The Equity Shares to be issued pursuant to the above will be subject to lock-in as stipulated under the applicable SEBI guidelines.

The company had sought indication from Strategic investors whether it would be desirous to subscribe to the above securities. The strategic investors in turn has confirmed and conveyed its intent to subscribe to these securities.

(i) The objects of the Preferential issue

To Fund the Future capital investments of the company as mentioned above.

(ii) The Proposal of the promoters/directors/key management persons to subscribe to the offer.

The Promoters are not making any subscription to the present issue and their intention is to make available funds to the company's proposed growth plans

(iii) Share holding pattern of the Company before and after the proposed issue of Equity Shares pursuant to the resolution at Sl.No.6

Sl. No	Category	Pre-Issue		Post -Issue	
		No. of Equity Shares	%	No. of equity Shares	%
1	Promoters Holding	6,424,083	68.70	6,424,083	62.07
2	Others	2,926,437	31.30	3,926,437	37.93
	Total	9,350,520	100.00	10,350,520	100.00

iv) Proposed time within which allotment will be completed

The allotment of the Equity Shares being issued on preferential basis is proposed to be made within 15 days from the date of passing of the resolution by the Members.

v) Identity of proposed allottees and the percentage of post preferential issued capital that may be held by them

Identity of Proposed allottees	No. of Equity shares to be allotted	% of Post Issue Capital
Mallamkonda Resorts P Ltd.	5,00,000	4.83
Surlogic Life Consultancy P Ltd.	5,00,000	4.83

The proposed allotment of Equity shares on preferential basis as envisaged above will not result in change in Control/Management of the Company.

vi) The company hereby undertakes that

- It would re-compute the price of the securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

None of the Directors of the Company are interested in the allotment of Shares.

BY ORDER OF THE BOARD OF DIRECTORS
For Vivo Bio Tech Ltd

PLACE: HYDERABAD
DATE : 29-08-2013

Dr. A. Sankaranarayanan
Whole Time Director & CEO

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

The particulars of directors who are proposed to be re-appointed are given below:

1. Name : Dr.V. Narasaiah
 Age : 64 Years
 Qualifications : MSC Mphil, M.Ed, Phd
 Expertise : Dr. Narasaiah is aged about 64 years and has been in the teaching field for two decades training the students in Chemistry for various competitive exams and Board of intermediate, Degree. He did his M.Phil (chemistry) from Kakatiya University and also completed his PhD from Kakatiya University in the year 2007.

 He also has brief stint for 2 years as in charge of computer cell at BIE, AP during which he was a developer & DBA in Oracle-7, Website maintenance, Mana TV audio Visual Education cell in charge

 Other Directorships : NIL
 Membership of Committee : NIL
 Shareholding : NIL
2. Name : M. Kalyan Ram
 Age : 35 years
 Qualifications : B.Com, MBA.
 Expertise : He has around 11 yrs of experience in the Accounts, Finance and Administration of various companies.

 Other Directorships : NIL
 Membership of Committee : NIL
 Shareholding : NIL
3. Name : K.Sunder
 Age : 48 years
 Qualifications : B.Sc., LL.B.
 Expertise : He has around 19 years of experience in corporate law practice and advisor to various corporate and government companies

 Other directors : NIL
 Membership committee : NIL
 Shareholding : NIL

DIRECTORS' REPORT

Dear Members,

Yom Directors have pleasure in presenting you the 26th Annual Report of your company together with the Audited Accounts for the year ended 31st March, 2013.

Financial Results

(Rs. in Lakhs)

Particulars	2012-13	2011-12
Total Income	1,512.88	1,252.96
Profit before interest, Depreciation and Tax	311.84	534.80
Interest	77.64	340.33
Depreciation	157.00	208.23
Provision for Taxation	14.71	Nil
Profit after interest, Tax and depreciation	62.50	(13.76)
Deferred Tax provision	38.50	(84.48)
Balance brought forward	(611.53)	682.25
Balance Carried to Balance Sheet	(572.82)	(611.53)

BUSINESS PERFORMANCE

Revenues : The total income of the Company for the FY 2012-13 comprises operating revenues of Rs. 1512.88 Lacs as against Rs. 1252.96 Lacs in FY 2011-12

Profits : Profit before Tax (PBT) stood at Rs. 77.20 Lacs as against Rs. (13.76) for the previous year. Profit after Tax (PAT) stood at Rs. 24 Lacs as against Rs. 70.72 lacs for the previous year.

Reserves and Surplus

During the year the Company has not transferred any amount to Reserves and Surplus.

Material changes and commitments;

There are no material changes and commitments occurred between the end of the financial year of the company and the date of the report affecting the financial position of the company

Directors

In accordance with the provisions of the Companies Act, 1956, Mr. K. Sunder retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

Mr. K. Sri Kalyan Resigned to the Board of Directors and Mr. M. Kalyan Ram is appointed as Whole Time Director of the company. Dr.V. Narasaiah is appointed as Additional Director on the Board.

Brief resume of the Directors proposed to be reappointed, nature of their expertise in specific functional areas, directorships in other companies as stipulated under clause 49 of the listing agreement with the stock exchanges in India are provided in the report on corporate governance.

Directors' Responsibility Statement:

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- In the preparation of the annual accounts for the year ended 31st March, 2013, the applicable accounting standards have been followed and there are no material departures.