

NOTICE OF THE 34th ANNUAL GENERAL MEETING



ZIM LABORATORIES LIMITED

CIN: L99999MH1984PLC032172

Registered Office: Sadoday Gyan (Ground Floor), Opp. NADT, Nelson Square, Nagpur - 440 013

Website: www.zimlab.in

To

All the Members, Directors, Auditors and
Secretarial Auditor of ZIM Laboratories Ltd.

NOTICE OF THE THIRTY FOURTH ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY 21ST DAY OF SEPTEMBER, 2018

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of ZIM Laboratories Limited will be held on Friday, the 21st September, 2018 at 11:30 a.m. at "Mimosa Hall" Chitnavis Centre, 56, Temple Road, Civil Lines, Nagpur-440001 to transact the following business:-

ORDINARY BUSINESS:

Adoption of Audited Financial Statements for FY 2017-18 and Reports:

To pass, if thought fit, the following Resolution as Ordinary Resolution :-

1. **"RESOLVED THAT** the audited financial statements for the year ended 31.03.2018 along with the report of the Auditors thereon and the Board Report along with its annexures including - Management Discussion and Analysis Report, Corporate Governance Report, Secretarial Audit Report and Report on CSR expenditure be and are hereby adopted."

2. Declaration of Dividend:

To pass, if thought fit, the following Resolution as Ordinary Resolution:-

"RESOLVED THAT a dividend @ 10% for the equity shares which means Re. 1/- per share for the year 2017-18 be and is hereby declared."

3. Re-appointment of Director in place of retiring Director:

To pass, if thought fit, the following Resolution as Ordinary Resolution:-

"RESOLVED THAT Mr. Niraj Dhadiwal, Director (Business Development) DIN : 02007428 who retires at this meeting by rotation and being willing and eligible, is re-appointed as Whole-time Director of the Company liable to retire by rotation designated as Director (Business Development) for a period of three years."

4. Ratification of Appointment of Auditors for 2018-19 :

To pass, if thought fit, the following Resolution as Ordinary Resolution:-

"RESOLVED THAT the appointment of M/s Walker Chandiook & Co. LLP (ICAI Firm Registration No. 001076N/N500013) 16th Floor, Tower II, Indiabulls Finance Centre, S B Marg, Elphinstone (W), Mumbai - 400 013 who have been appointed for a term of five years commencing from the financial year 2015-16 but the appointment for every year is subject to ratification by the members, their appointment for the year 2018-19 be and is hereby ratified."

SPECIAL BUSINESS:

5. Ratification of Remuneration of Cost Auditor for the year 2018-19

To pass, if thought fit, the following Resolution as Ordinary Resolution:-

"RESOLVED THAT the remuneration of ₹ 3,60,000/- plus applicable taxes and travelling and out of pocket expenses for M/s Dhananjay V. Joshi & Associates, Cost Auditor decided by the Board of Directors by resolution dt. 14.08.2018 be and is hereby ratified."

6. Appointment of Mr. Riazahmed K. Kamal as Director (Administration) :

To pass, if thought fit, the following Resolution as Ordinary Resolution:-

“RESOLVED THAT whereas Mr. Riazahmed K. Kamal (DIN: 00023562) has been reappointed as Director (Administration) by the Board for a period of five years on the terms & conditions contained in the Board Resolution dt. 26.12.2017 subject to approval by the members, the said appointment of Mr. Riazahmed K. Kamal as Director (Administration) and the terms & conditions contained in the Board Resolution dt. 26.12.2017 be and are hereby approved.”

7. Appointment of Mrs. Kavita Loya as Independent Director:

To pass, if thought fit, the following Resolution as Ordinary Resolution:-

“RESOLVED THAT Mrs. Kavita Loya who has been appointed as an Independent Director by the Board and, therefore, being an Additional Director continued in office till the date of this meeting be and is hereby appointed as an Independent Director of the Company for five years from 21.09.2017 to 20.09.2022 on the terms and conditions contained in the Company’s letter dt. 21.09.2017.”

8. Appointment of Mr. Padmakar S. Joshi as an Independent Director:

To pass, if thought fit, the following Resolution as Ordinary Resolution:-

“RESOLVED THAT Mr. Padmakar S. Joshi who has been appointed as an Independent Director by the Board and, therefore, being an Additional Director continued in office till the date of this meeting be and is hereby appointed as an Independent Director of the Company for Five years from 21.09.2017 to 20.09.2022 on the terms and conditions contained in the Company’s letter dt. 21.09.2017.”

9. Increase in Authorised Capital

To pass, if thought fit, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 61 of the Companies Act, 2013, the Authorised Capital of the Company be and is hereby increased from ₹11.00 Crores to ₹25.00 Crores and to that effect the words and figures “₹11,00,00,000/- (Rupees Eleven Crores) only divided into 1,10,00,000 equity shares appearing in Clause V of the Memorandum of Association be and are substituted by words and figures ₹25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 equity shares”

10. Issue of Bonus Shares

To pass, if thought fit, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with Section 63, of the Companies Act, 2013 and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”) including the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI Regulations”) the proposal of the Board to issue Bonus shares in the ratio of 1:1 i.e. one equity share for every equity share by capitalization of ₹8,05,97,530/- out of the securities premium account be and is hereby approved,”

“RESOLVED FURTHER THAT the allotment of bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary,”

“RESOLVED FURTHER THAT appropriate adjustments be made to the options made under the existing employee Stock Option Scheme of the Company (whether vested or unvested on the record date) consequent to the issue of Bonus Shares,”

“RESOLVED FURTHER THAT the bonus shares to be allotted shall rank in all respects pari passu with the existing equity shares of the Company.”

11. Approval of the amendments in the “ZIM Laboratories Limited Employees Stock Option Scheme 2015” (“ESOS 2015”/ “Scheme”)

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI SBEB Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the amendments in ‘**ZIM Laboratories Limited Employees Stock Option Scheme 2015**’ (“ESOS 2015”/ “Scheme”) done in terms aligning the Scheme with the provisions of SEBI SBEB Regulations, apart from few rationalizations done with a view to ensure better efficiency in the administration the Scheme,”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination

and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations) be and is hereby authorised on behalf of the Company to make any / further modifications, changes, variations, alterations or revisions in the Scheme from time to time as permitted under and in due compliance with provisions of the SEBI SBEB Regulations and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient including listing of equity shares arising upon exercise of underlying employee stock options granted under the Scheme on the recognized stock exchange on which company’s shares are listed in due compliance with applicable laws, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

By Order of the Board
ZIM LABORATORIES LIMITED

(Anwar S. Daud)
Managing Director
DIN : 00023529

Place : NAGPUR
Date : 14.08.2018

Notes :

1. Copy of the audited Financial Statements along with reports of Auditors and the Board Report are enclosed with Notice
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business proposed, is attached.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXY IF ANY, SHOULD REACH THE REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR MEETING. BLANK PROXY FORM IS ATTACHED.
4. Corporate members intending to send their representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising the representative to attend and vote on their behalf at the Meeting.
5. Members/proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
6. Members/Proxy holders attending the Annual General Meeting are requested to bring their copies of the Annual Report with them.
 - (a) The Company is providing facility for voting by electronic means and the business may be transacted through such voting.
 - (b) Members attending the meeting who have not already cast their vote by remote e- voting shall be able to exercise their right at the meeting by physical voting.
 - (c) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

7) Voting through electronic mode

- (a) Members whose email addresses are registered with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process.
- (b) Open the email and open the PDF file titled 'Zim e-voting.pdf, using your Client ID or Folio No. as Password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
- (c) Launch your internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (d) Click on Shareholder - Login.
- (e) Enter the user ID and Password (the initial password noted in step (a) above). Click on Login.
- (f) The Password change menu will appear. Change the Password to a Password of your choice. The new Password should have a minimum of 8 (eight) digits / characters or combination thereof. It is strongly recommended that you do not share your Password with any other person and take utmost care to keep your Password confidential.
- (g) The homepage of e-voting will open. Click on 'e-voting: Active Voting Cycles'.
- (h) Select 'EVEN' (E Voting Event Number) of Zim Laboratories Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the Resolution during the voting period.
- (i) Now you are ready for e-voting as the 'Cast Vote' page opens.

- (j) Cast your vote by selecting the option of your choice and clicking on 'Submit', and also remember to 'Confirm' when prompted.
 - (k) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (l) Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - (m) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution /Authorization Letter etc., together with attested specimen signature of the authorized signatory / signatories who are authorized to vote, to the Scrutinizer via e-mail to roshnijethani2015@gmail.com with a copy marked to cs@zimlab.in and evoting@nsdl.co.in
- 8) For Members whose e-mail I.Ds are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
- a) The initial password is provided at the bottom of the Postal Ballot Form.
 - b) Please follow all the steps from (a) to (j) mentioned above, to cast your vote successfully.
- 9) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in,
 - 10) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the Password.
 - 11) If you are already registered with NSDL for e-voting, then you can use your existing user ID and Password for casting your vote.
 - 12) The e-voting period commences on Tuesday the 18th September, 2018 from 9.00 a.m. and ends on Thursday the 20th September, 2018 at 5.00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. the 14.09.2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by a Member, he or she will not be allowed to change it subsequently.
 - 13) The Share Transfer Books of the Company shall remain closed from 05.09.2018 to 21.09.2018 (both days inclusive)

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business for the Annual General Meeting.

Resolution No. 5 - Ratification of remuneration of Cost Auditor:-

Pursuant to Section 148(2) read with Rule 14 of the Companies Act, (Audit and Auditors) Rules, 2014 the Board had appointed M/s Dhananjay V. Joshi & Associates, "CMA Pride", Ground Floor, Plot No. 6, S. No. 16/6, Erandawana Hsg. Soc., Erandawana, Pune 411 004 as the Cost Auditors 2018-19 at a remuneration of ₹ 3.60 lacs plus applicable taxes & travelling & out of pocket expenses, but, this remuneration is subject to ratification by the members. The resolution is proposed for the purpose of ratification of the remuneration decided by the Board of Directors.

No Director is interested in the resolution otherwise than as a Director.

Resolution No. 6 - Approval of appointment of Mr. Riazahmed K. Kamal as Whole-time Director.

The tenure of Mr. Riazahmed K. Kamal as Whole-time Director was upto 30.09.2017 and the Board has appointed him as Whole-time Director pursuant to Section 196(4) of the Companies Act, 2013 on the following terms & conditions :-

- 1) Tenure of appointment : 01.10.2017 to 30.09.2022.
- 2) Salary : ₹ 27,00,000/- per annum.
- 3) Perquisites :
 - i) Travelling Expenses : Travelling expenses for Company's Business will be borne/reimbursed by the Company.
 - ii) Provident fund and gratuity. : As per company rules.
 - iii) Leave : As per Company rules
 - iv) Car/telephone facility: Car with driver and Mobile Phone will be provided for use on company's business.

His appointment is subject to approval of shareholders in Annual General Meeting. Therefore it is placed before the members for its approval.

No Director other than Mr. Riazahmed K. Kamal is interested in the resolution otherwise than as a Director.

Resolution No. 7 & 8 Appointment of Mrs. Kavita Loya and Mr. Padmakar Joshi as Directors of the Company.

Mrs. Kavita Loya and Mr. Padmakar Joshi, were appointed as Independent Directors by the Board at its meeting held on

21.09.2017 for a period of five years from 21.09.2017. Since a Director appointed by the Board, being an Additional Director, shall hold office only till the date of next Annual General Meeting, their continuation from the date of Annual general meeting till the end of the tenure of five years i.e. 20.09.2022 is subject to their appointment by the shareholders, therefore the resolutions are proposed for appointing Mrs. Kavita Loya and Mr. Padmakar Joshi as Independent Directors of the Company.

Both Mrs. Kavita Loya and Mr. Padmakar Joshi, in the opinion of the Board, fulfills the conditions specified in the Act for their appointment as Independent Directors.

No Director is interested in the resolution except Mrs. Kavita Loya and Mr. Padmakar Joshi in the resolution otherwise than as a Directors.

Resolution No. 9. Increase in Authorised Share Capital.

The Authorised Share Capital of the Company is presently ₹ 11 Crores. Considering the reserves and financial position of the Company, the Board of Directors of the Company at their meeting held on August 14, 2018 have considered and approved subject to the approval of the members, Capitalisation of ₹ 8,05,97,530/- out of the Securities Premium Account as on March 31, 2018 by way of issue of Bonus Shares to the shareholders in the ratio of 1 (One) Bonus Equity Shares of ₹ 10/- each for every 1 (one) Equity Share held as on the record date. Since the paid up capital post bonus issue will exceed the Authorised Share Capital, it is also proposed to increase the Authorised Share Capital of the Company.

The Board of Directors considered increase in the Authorised Share Capital of the Company which is presently ₹ 11.00 crores to ₹ 25.00 crores. For increasing the Authorised capital, the Authorised Share Capital Clause in the Memorandum & Articles of Association of the Company has to be amended. This can be done by substituting the words and figures "₹ 11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore Ten Lakh)" by the words and figures ₹ 25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakh) in clause V of the Memorandum of Association.

None of the Directors and Key Managerial Personnels of the Company or their relatives are in any way concerned or interested in passing of the Resolution at Item No. 9 except to the extent of their respective shareholdings in the Company.

Resolution No. 10 Issue of Bonus Shares.

Considering the Reserves and Financial position of the Company, the Board of Directors, at their meeting held on 14.08.2018 recommended an issue of Bonus Shares in the proportion of one new equity share of the Company for every existing equity Share of the Company held by the members as on the record date by way of capitalization of ₹ 8,05,97,530 /- out of the credit of Securities Premium Account.

Pursuant to the provision of Section 63 and other applicable provisions, issue of bonus shares of the Company requires the approval of the members of the Company.

None of the Directors and Key Managerial Personnels of the Company or their relatives are in any way concerned or interested in passing of the Resolution at Item No. 10 except to the extent of their respective shareholdings in the Company.

Resolution No. 11. Amendment in “ZIM Laboratories Limited Employees Stock Option Scheme 2015 (ESOS 2015)”

The Company had implemented the ZIM Laboratories Limited Employees Stock Option Scheme 2015 (“ESOS 2015”/ “Scheme”), with a view to attract and retain key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Scheme was originally approved vide shareholders’ resolution dated 27th May, 2015 in due compliance with the provisions of the Companies Act, 2013. As the Company’s shares are listed on BSE Limited, it is thought expedient to amend and fully align the ESOS, 2015 with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”).

Further, as the Scheme was implemented couple of years ago, few provisions are sought to be rationalized/ elaborated with a view to ensure efficient implementation and administration of the Scheme, namely with a relatively higher exercise period in case of death/ permanent incapacity of a grantee from 1 month to 6 months, process of exercise in general, nomination in case of death, etc.

None of the aforesaid proposed amendments/ alignments is detrimental to the interests of any existing option grantees. The beneficiaries of these variations shall be the existing as well as future option grantees whom options may be granted in due compliance with the applicable laws.

Subject to your approval, the Nomination and Remuneration Committee of the Company (“Committee”) and Board of Directors of the Company have respectively approved the aforesaid proposed amendments vide their resolution dated 14.08.2018.

Given the details of amendments, rationale thereof and beneficiaries of such variation, as per Regulation 7 of the SEBI SBEB Regulations, approval of the members is sought in lines stated above.

Though the basic intent of the Scheme as to eligibility, grant, vesting and exercise remains unchanged (except to the extent ease and efficiency in its administration is sought), its features as prescribed under SEBI SBEB Regulations are reproduced below for clarity:

A. Brief Description of the Scheme:

Keeping in view the aforesaid objectives, the Scheme contemplates grant of options to the eligible employees of the Company. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination & Remuneration Committee shall act as Compensation Committee for the administration of the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

B. Total number of options under the scheme:

As originally envisaged/contemplated, this scheme reserved 1,22,449 (One Lakh Twenty Two Thousand Four Hundred and Forty Nine) options. Each option when exercised would be converted in to one equity share of ₹10/- (Rupees Ten) each fully paid-up. In the meantime the company has granted options to the eligible employees. Now status of options granted, vested and exercised are as follows :

- 1) Total Number of Options granted : 1,22,449
- 2) Total Number of Options vested : 91,841
- 3) Total Number of Options Exercised : 61,233

Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and exercise price of the options granted in such a manner that the total value of the options granted under the ESOS, 2015 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the aforesaid ceiling of options, shall be deemed to be increase to the extent of such additional options issued.

C. Identification of classes of employees entitled to participate in the ESOS, 2015:

All permanent employees and Directors being Whole-time Directors, Vice-presidents, General Managers and Managers (hereinafter referred to as “employees”) of the Company shall be eligible subject to determination or selection by the Committee.

However, following classes of employees/ Directors are not eligible:

- (i) an employee who is a promoter or belongs to the promoter group; and
- (ii) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company; and
- (iii) an Independent Director.

D. Requirements of Vesting and period of Vesting:

All the options granted on any date shall vest not earlier than minimum vesting period of 1 (One) year and not later than a maximum period of 4 (Four) years from the date of grant of options as may be determined by the Committee. The vesting dates and percentages in respect of the options granted under the ESOS, 2015 shall be equal over the vesting period with vesting at an annual rest or as determined by the Committee and may vary from an employee to employee or any class thereof. However, any discretion of the Committee regarding determination of vesting schedule/ percentages shall be subject to the minimum and maximum vesting period stated above.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

E. Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a maximum of 4 (Four) years from the date of grant of options as stated above.

F. Exercise price or pricing formula:

The exercise price per vested option shall be ₹10 (Rupees Ten).

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of 1 (One) year from the date of respective vesting.

The vested option shall be exercisable by the option grantees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the ESOS 2015:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

I. Maximum number of options to be issued per employee and in aggregate:

The maximum number of options that may be granted to any specific employee of the Company per employee and in aggregate under the ESOS 2015 shall not exceed 50,000 (Fifty Thousand) options.

J. Maximum quantum of benefits to be provided per employee under the ESOS 2015:

Apart from grant of options as stated above, no monetary benefits are contemplated under the ESOS, 2015.

K. Route of ESOS, 2015 implementation:

The ESOS, 2015 shall be implemented and administered directly by the Company.

L. Source of acquisition of shares under ESOS 2015:

The ESOS, 2015 contemplates issue of fresh/ primary shares by the Company.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc. :

This is currently not contemplated under the present ESOS, 2015.

N. Maximum percentage of secondary acquisition:

This is not relevant under the present ESOS, 2015.

O. Accounting and Disclosure Policies:

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein as required under SEBI SBEB Regulations.

P. Method of option valuation:

The Company will adopt the fair value method for valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

Q. Declaration:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share ("EPS") of the company shall also be disclosed in the Directors' report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 7 of the SEBI SBEB Regulations.

A draft copies of original and amended versions of the ESOS, 2015 are available for inspection at the Company's Registered Office during official hours on all working days till the date of the 34th Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted options under the ESOS, 2015.

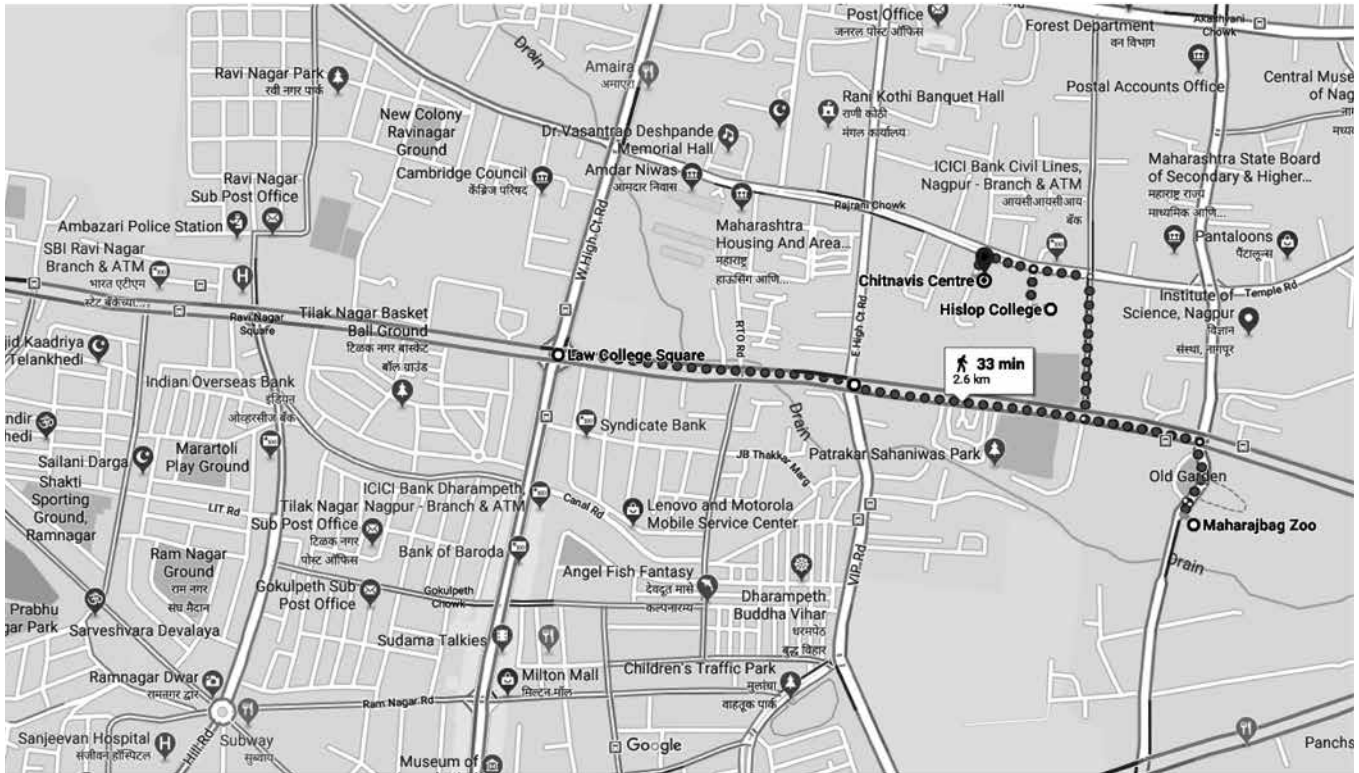
In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No. 11.

By Order of the Board
ZIM LABORATORIES LIMITED

Place : NAGPUR
Date : 14.08.2018

(Anwar S. Daud)
Managing Director
DIN : 00023529

Route map to the venue of the 34th Annual General Meeting



The address for the AGM venue is as follows :

Chitnavis Centre, 56,
Temple Road, Civil Lines,
Nagpur - 440 001



Zeal & Innovation in Medicine

ZIM LABORATORIES LIMITED

CIN : L99999MH1984PLC032172

Regd. Office : Sadoday Gyan (Ground Floor), Opp. NADT, Nelson Square, Nagpur – 440 013

Tel. No. (0712) 2588070, E-mail ID : cs@zimlab.in Website : www.zimlab.in

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered address :	
E-mail ID	
Folio No./DP ID-Client ID:	

I/We, being the holder(s) of _____ equity shares of the above named company, hereby appoint :

- Name : _____
Address : _____
E-mail ID : _____ Signature _____ or failing him ;
- Name : _____
Address : _____
E-mail ID : _____ Signature _____

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Friday the 21st September, 2018 at 11.30 a.m. in "Mimosa Hall" at Chitnavis Centre, 56, Temple Road, Civil Lines, Nagpur – 440 001 and at any adjournment thereof in respect of such resolutions as are indicated below :-

Sl. No.	Resolutions	Optional*	
		For	Against
1	Adoption of financial statements for 2017-18 and Report of Board and Auditors.		
2	Declaration of dividend - 10%.		
3	Re-appointment of Mr. Niraj Dhadiwal, retiring Whole Time Director.		
4	Ratification of appointment of Auditor for 2018-19.		
5	Ratification of Cost Auditor's remuneration for 2018-19.		
6	Approval of reappointment of Mr. Riazahmed K. Kamal as Director (Administration).		
7	Appointment of Mrs. Kavita Loya as Independent Director.		
8	Appointment of Mr. Padmakar S. Joshi as Independent Director.		
9	Approval for increase in Authorised Capital.		
10	Approval for issue of Bonus Shares.		
11	Approval for amendment in Employee Stock Option Scheme, 2015.		

Signed this _____ day of _____ 2018

Signature of Shareholder : _____

Signature of Proxy holder (s) : _____

Affix Revenue Stamp not less than ₹ 1/-

Note :

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.