

Notice of 35th 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 is hereby given that the Thirty Fifth Annual General Meeting of ZIM Laboratories Limited will be held on Monday, the 30th September, 2019 at 11.30 a.m. at Chitnavis Centre, 56, Temple Road, Civil Lines, Nagpur-440001 to transact the following business :-

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements for 2018-19 and Reports:

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

"RESOLVED THAT the audited financial statement for the year ended 31.03.2019 along with the report of the Auditors thereon and the Board Report including the prescribed annexures namely - Management Discussion and Analysis report, Corporate Governance Report, Secretarial Audit Report and prescribed report on CSR expenditure be and are hereby adopted."

2. Declaration of Dividend:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT dividend @ 5% for the equity shares which means ₹ 0.50 per share for the year 2018-19 be and is hereby declared."

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

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Riazahmed K. Kamal, Director (Administration) DIN :00023562 who retires 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 (Administration)."

4. Ratification of Appointment of Auditors for 2019-20 :

To consider and, if thought fit, to pass the following resolution as an 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 2019-20 be and is hereby ratified."

SPECIAL BUSINESS :

5. Ratification of Remuneration of Cost Auditor for the year 2019-20

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the remuneration of ₹ 3,90,000/- plus applicable taxes and travelling and out of pocket expenses as per actuals to M/s Dhananjay V. Joshi & Associates, Cost Auditor appointed by the Board of Directors by resolution dt. 16.05.2019 be and is hereby ratified."

6. Appointment of Mr. Zulfiquar M. Kamal as Whole-time Director :

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT whereas Mr. Zulfiquar M. Kamal (DIN :01786763) has been reappointed as Whole-time Director designated as Director (Finance) by the Board for a period of three years on the terms & conditions contained in the Board Resolution dt. 24.08.2019 subject to approval by the members, the said appointment of Mr. Zulfiquar M. Kamal as Director (Finance) and the terms & conditions contained in the Board Resolution dt. 24.08.2019 be and are hereby approved."

7. Appointment of Mr. Niraj Dhadiwal as Whole-time Director :

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT whereas Mr. Niraj Dhadiwal (DIN: 02007428) has been reappointed as Whole-time Director designated as Director (Business Development) by the Board, liable to retire by rotation, for a period of three years on the terms

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& conditions contained in the Board Resolution dt. 24.08.2019 subject to approval by the members, the said appointment of Mr. Niraj Dhadiwal as Director (Business Development) and the terms & conditions contained in the Board Resolution dt. 24.08.2019 be and are hereby approved.”

8. Appointment of Mr. Prakash Sapkal as Whole-time Director :

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** whereas Mr. Prakash Sapkal (DIN: 02007385) has been reappointed as Whole-time Director designated as Director (Operations) by the Board, liable to retire by rotation, for a period of three years on the terms & conditions contained in the Board Resolution dt. 24.08.2019 subject to approval by the members, the said appointment of Mr. Prakash Sapkal as Director (Operations) and the terms & conditions contained in the Board Resolution dt. 24.08.2019 be and are hereby approved.”

By Order of the Board
ZIM LABORATORIES LIMITED

(Anwar S. Daud)
Managing Director

Place: Nagpur

Date: 24 August, 2019

Note :

1. Copy of the audited Financial Statements along with reports of Auditors and the Board Report is attached.
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.

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- (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.nsdل.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 / J PG 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 csroshnijethani@gmail.com with a copy marked to cs@zimlab.in and evoting@nsdl.co.in
- 8) For Members whose email 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.nsdل.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 Friday the 27.09.2019 from 9.00 a.m. and ends on Sunday the 29.09.2019 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 23.09.2019 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 23.09.2019 to 30.09.2019 (both days inclusive)

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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 2019-20 at a remuneration of ₹ 3.90 lacs plus applicable taxes & travelling & out of pocket expenses as per actuals, but, this remuneration is subject to ratification by the members. The resolution is proposed for the purpose of ratification of the remuneration of Cost Auditor decided by the Board of Directors.

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the above resolution as set out in Item no. 5 of this Notice

Resolution No. 6, 7 & 8 - Appointment of Mr. Zulfiqar M. Kamal, Mr. Niraj Dhadiwal and Mr. Prakash Sapkal as Whole-time Directors.

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), the particulars of Directors who are proposed to be reappointed at this 35th Annual General Meeting are given below :-

(I) Particulars	Mr. Zulfiqar M. Kamal
Age	59 years
Brief resume of the Director including nature of expertise in specific functional area	Mr. Zulfiqar M. Kamal is a Chartered Accountant and has been associated with the company for over two decades. He has experience in finance and treasury management, particularly corporate finance.
Inter-se Relationship between Directors	None
Terms and conditions of appointment :-	
a) Tenure of appointment :	19.10.2019 to 18.10.2022
b) Remuneration :	1) Salary : ₹ 65,00,000/- per annum. 2) Performance linked incentive: ₹ 10,00,000/- per annum. provided that actual payment will be within the overall limit of 5 % of the net profit for the year for all the Whole-time directors in the aggregate or limit as mentioned in Section II, Part II of Schedule V of the Companies Act, 2013, whichever is applicable.
c) 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.

(II) Particulars	Mr. Niraj Dhadiwal
Age	52 years
Brief resume of the Director including nature of expertise in specific functional area	Mr. Niraj Dhadiwal is a Pharmacy graduate with a diploma in business management and has been associated with the company for more than two decades. He has expertise in marketing and business development function.
Inter-se Relationship between Directors	None
Terms and conditions of appointment :-	
a) Tenure of appointment :	01.10.2019 to 30.09.2022

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- b) Remuneration :
- 1) Salary: ₹ 50,00,000/- per annum.
 - 2) Performance linked incentive : ₹ 10,00,000/- per annum provided that actual payment will be within the overall limit of 5 % of the net profit for the year for all the Whole-time directors in the aggregate or limit as mentioned in Section II, Part II of Schedule V of the Companies Act, 2013, whichever is applicable
- c) 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.

(III) Particulars	Mr. Prakash Sapkal
Age	51 years
Brief resume of the Director including nature of expertise in specific functional area	Prakash Sapkal is a Pharmacy graduate with post-graduation in Business Administration. He is associated with the Company for more than two decades. He has expertise in operations function.
Inter-se Relationship between Directors	None
Terms and Conditions of appointment :	
a) Tenure of appointment :	01.10.2019 to 30.09.2022
b) Remuneration :	<ol style="list-style-type: none"> 1) Salary : ₹ 49,00,000/- per annum. 2) Performance linked incentive : ₹ 10,00,000/- per annum provided that actual payment will be within the overall limit of 5 % of the net profit for the year for all the Whole-time directors in the aggregate or limit as mentioned in Section II, Part II of Schedule V of the Companies Act, 2013, whichever is applicable.
c) Perquisites :	<ol style="list-style-type: none"> 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.

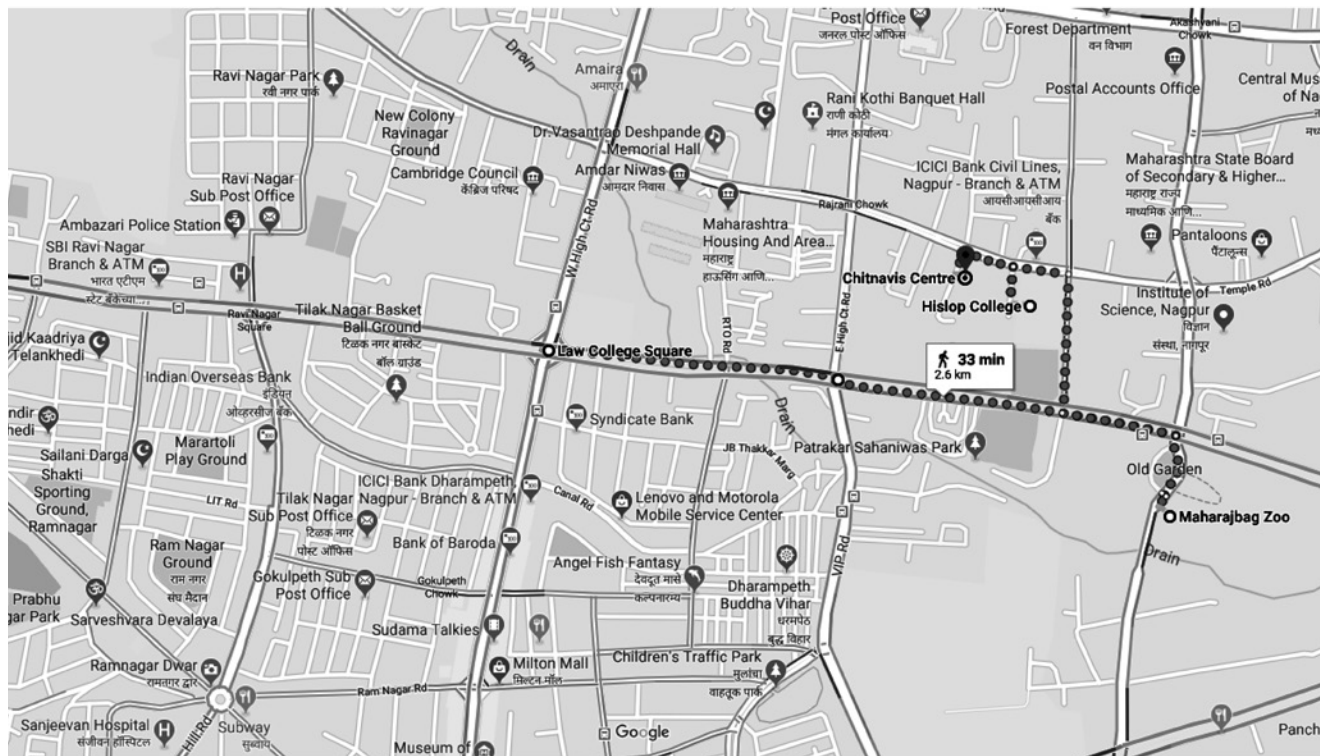
None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the above resolutions as set out in Item no. 6, 7 & 8 of this Notice except Mr. Zulfiqar M. Kamal, Mr. Niraj Dhadiwal and Mr. Prakash Sapkal respectively in the capacity of a Director.

By Order of the Board
ZIM LABORATORIES LIMITED

(Anwar S. Daud)
Managing Director

Place: Nagpur
Date : 24.08.2019

Route map to the venue of the 35th Annual General Meeting



The address for the AGM venue is as follows :

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



ZIM LABORATORIES LIMITED

CIN : L99999MH1984PLC032172

Registered 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 35th Annual General Meeting of the Company, to be held on Monday the 30th September, 2019 at 11.30 a.m. in 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 2018-19 and Report of Board and Auditors.		
2	Declaration of Dividend @ 5 %. i.e. ₹ 0.50 Per share		
3	Re-appointment of Mr. Riazahmed K. Kamal, retiring Whole Time Director.		
4	Ratification of appointment of Auditor for 2019-20.		
5	Ratification of remuneration of Cost Auditor' for 2019-20.		
6	Appointment of Mr. Zulfiqar M. Kamal as Whole-time Director.		
7	Appointment of Mr. Niraj Dhadiwal as a Whole-time Director.		
8	Appointment of Mr. Prakash Sapkal as Whole-time Director.		

Signed this _____ day of _____ 2019

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.

