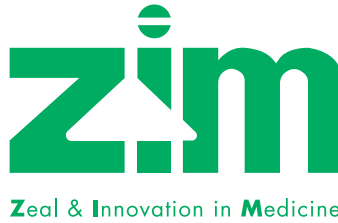


Notice of the 36th Annual General Meeting



ZIM LABORATORIES LIMITED

Registered Office: Sadoday Gyan (Ground Floor), Opp. NADT,
Nelson Square, Nagpur Maharashtra 440013 India.

CIN: L99999MH1984PLC032172. Website: www.zimlab.in , E-mail – cs@zimlab.in
Telephone No: Registered Office: - 0712-2588070, Works Office: - 07118-271990

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

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of ZIM Laboratories Limited will be held on Wednesday, the 30th of September, 2020 at 11:00 am through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April 2020 and 5th May, 2020, respectively, to transact the following business:-

ORDINARY BUSINESS:

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

1. Adoption of Audited Financial Statements for F.Y. 2019-20 and Reports :

“RESOLVED THAT the audited Standalone Financial Statements for the year ended 31.03.2020 along with the report of the Auditors thereon and the Board Report with annexures including the prescribed annexures namely - Management Discussion and Analysis report, Corporate Governance Report, Secretarial Audit Report and Annual Report on CSR Activities be and are hereby adopted.”

“RESOLVED THAT the audited Consolidated Financial Statement for the year ended 31.03.2020 along with the report of the Auditors thereon be and is hereby adopted.”

2. 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. Prakash Sapkal, Director (Operations) DIN: 02007385 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 (Operations).”

3. Reappointment of Statutory Auditors for term of five years :

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

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, consent of the shareholders be and is hereby accorded to appoint Walker ChandioK & Company LLP, 16th Floor, Tower II, Indiabulls Finance Centre, S.B. Marg, Elphinstone (W), Mumbai – 400 013 having firm Registration Number 001076N/ N500013 as Statutory Auditors of the Company for another period of five years commencing from the Financial Year 2020-21 on such terms and conditions including remuneration as may be mutually agreed upon between the Statutory Auditors and Board of Directors of the Company”.

SPECIAL BUSINESS:

4. Ratification of Remuneration of Cost Auditor for the F. Y. 2020-21

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, 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. 02.06.2020 for the F.Y 2020-21 be and is hereby ratified.”

Notice of the 36th Annual General Meeting

5. Approval for payment of remuneration to Managing Director and Whole-time Directors as per Section II, Part II of Schedule V of the Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to section II Part II of Schedule V of the Companies Act, 2013, consent of the members be and is hereby accorded for the remuneration payable to the Managing Director and Whole-time Directors of the company within the limits prescribed under the said Section as may be decided by the Board of Directors for three years starting with Financial Year 2020-21.”

6. Approval for payment of remuneration to Mrs. Kavita Loya, Independent Director as per Regulation 17(6)(ca) of the SEBI(LODR) Regulations, 2015.

To consider and, if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED THAT the approval of the shareholders be and is hereby accorded to approve payment of remuneration of ₹ 6.00 Lakhs p.a to Mrs. Kavita Loya, Independent Director as per the requirement of regulation 17(6) (ca) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

By Order of the Board
For ZIM LABORATORIES LIMITED

(Anwar S. Daud)
Managing Director
DIN : 00023529

Place: Nagpur
Date: 05.09.2020

Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the Special business set out at item of the accompanying Notice is annexed herewith.
2. As required in terms of Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Director recommended for appointment / re-appointment in the AGM have been provided in the “Annexure” to the Notice. The Director has furnished the requisite consent / declarations for his appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
3. In view of the massive outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and Security and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“Circulars”), permitted companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In compliance with the Circulars, the AGM is being held through VC/OAVM. Hence, Members can participate in the AGM through VC only.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at csroshnijethani@gmail.com with a copy marked to evoting@nsdl.co.in.
6. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.

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7. In line with the aforesaid Circulars, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.zimlab.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.
8. The Register of members and share transfer books of the Company will remain closed from Wednesday, September 23, 2020 to Wednesday, September 30, 2020 (both days inclusive) for the purpose of AGM.
9. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 05 days before the meeting so as to enable the management to keep the information ready.
10. To support the "Green Initiative", A Members holding shares in physical form are requested to notify/send their email id and bank account details to the Registrar & Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited. In addition, members holding shares in the demat form are requested to contact their respective Depository Participant and register their email id and bank account for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Registrars and Transfer Agents (RTA) of the Company i.e. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083, India for assistance in this regard.
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Registrar & Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
15. Members wishing to claim dividend that remain unclaimed are requested to correspond with Registrar & Transfer Agent as mentioned above or to the Company at its Registered Office. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Process for those members whose email ids are not registered - for registration of Email addresses to obtain AGM Notice/Annual Report of the Company:
 - a) For members holding shares in Physical mode please provide necessary details like Folio No., Name of shareholder by email to cs@zimlab.in
 - b) Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant.
18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

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19. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

21. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 27th September, 2020 at 9:00 a.m. and ends on Tuesday, 29th September, 2020 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Notice of the 36th Annual General Meeting

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

22. General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csroshnijethani@gmail.com with a copy marked to evoting@nsdl.co.in.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

23. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide 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 cs@zimlab.in

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@zimlab.in

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

24. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

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2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

25. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@zimlab.in at least 5 days in advance before the date of the meeting i.e. 24th September by 05.00 p.m. The same will be replied by the company suitably.

26. General Instructions:

- Ms. Roshni Jethani, Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- The results declared along with the Scrutinizers' Report shall be placed on the Company's website i.e www.zimlab.in and on the website of NSDL i.e. <https://www.evoting.nsdl.com> and the results shall also be communicated to the Stock Exchange where the shares of the Company are listed.

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. 4 - Ratification of remuneration of Cost Auditor:-

On the recommendation of the Audit Committee, the Board of Directors in their Meeting held on 02.06.2020 approved the appointment of 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 Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2020-21 at a remuneration of ₹ 3,90,000/- plus out of pocket expenses and applicable taxes.

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In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

The Board of Directors of the Company recommend the Resolution for the approval of the Members of the Company by way of Ordinary Resolution.

Resolution No. 5 – Approval for payment of remuneration to Managing Director and the Whole-time Directors pursuant to Section II Part II of Schedule V of the Companies Act, 2013 :

Under Section 197 of the Companies Act, 2013, the total remuneration to Managing Director and the Whole-time Directors shall not exceed 10% of the net profit for the year. In the absence or inadequacy of profit, the shareholders may authorise the payment of remuneration in excess of 10% to the Managing Director and Whole-Time Directors subject to the limits prescribed under Section II Part II of Schedule V of the Companies Act, 2013. The maximum period for which approval can be sought from shareholders is for three years and the amount of remuneration paid can be in excess of the amount prescribed under Section II Part II of Schedule V, if the resolution is passed as a Special Resolution. The particulars prescribed in the Section II Part II of Schedule V to be included in the Explanatory Statement are given below:

I. General Information

(1)	Nature of industry	:	Pharmaceutical Industry
(2)	Date or expected date of commencement of commercial production.	:	Not Applicable
(3)	In case of new companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus.	:	Not Applicable
(4)	Financial performance based on given indicators.	:	The financial performance of the company in FY 2019-20 is as follows : 1) Revenue: ₹ 28,226.00 Lakhs 2) Profit Before Tax: ₹ 6.86 Lakhs 3) Profit After Tax: ₹ 329.66 Lakhs.
(5)	Foreign Investments or Collaborations, if any.	:	Company has investment from following Foreign Shareholders : 1) AA Development Capital India Fund-1, LLC, Mauritius, Foreign Company. : 2) Dr. Iguer Abdelmounaim, Algerian National : 3) Mr. Salhi Khaled, Algerian National

II. Other information :

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(1)	Reasons for loss or inadequate profits.	:	1) Increased outlay in marketing and R&D. 2) General slowness in the economy.
(2)	Steps taken or proposed to be taken for Improvement.	:	Investment in R&D and Marketing will contribute in increase in the revenue and profitability in subsequent years. Till date more than 500 product registrations in various geographical markets will contribute better revenue and margins. Cost control measures has been undertaken to optimize the fixed cost
(3)	Expected increase in productivity and profits in measurable terms	:	It is not possible to quantify the productivity and profits in measurable terms at this point of time.
III. Disclosures in the Board Report :		:	This will be complied with.
IV. Information about the appointee :		:	Dr. Anwar Siraj Daud, Managing Director
(1)	Background details	:	Dr. Anwar Siraj Daud is M. Pharm, PhD and is a well-known person in the pharmaceutical industry having vast knowledge and experience in the field. He has been Managing Director of the Company since 2002 and because of his able and dedicated stewardship the Company could achieve its present stature.
(2)	Past remuneration	:	Salary of ₹ 1.00 Crores p.a.
(3)	Recognition or awards.	:	Nominated as member of All India Board of Pharmaceutical Education constituted by the AICTE from 01.08.1997 to 31.07.1999 : Member, Board of Studies of Pharmaceutical Sciences, Nagpur University from 1991 to 1993. : Member, Ayurvedic Drug Standardization Committee constituted by Food & Drug Administration, Maharashtra State in 1997. : Under his management ZIM Laboratories Limited was awarded in 1993 as one of the best run industrial units in the area by District Industries Centre. : Nominated as Advisor in Advisory Board of Maharishi Markandeshwar University, Mullana.
(4)	Job profile and his suitability.	:	He has been the Managing Director of the Company for eighteen years since 2002 and the progress of the Company justified his suitability for the position.
(5)	Remuneration proposed.	:	₹ 1.10 Crore p.a.
(6)	Comparative remuneration profile with respect to Industry, size of the company, profile of the position.	:	The Managing Director of RPG Lifesciences is being paid ₹ 2.21 Crores in FY 2019-20. RPG life sciences is similar to the company as per the size of the company and therefore considered for comparative remuneration profile.

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- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. : He is a shareholder of the Company holding 44,45,440 equity shares. He has no other direct or indirect pecuniary relationship with the Company or with managerial personnel.
- II. Information about the appointee :** : Mr. Zulfiquar M. Kamal, Director (Finance)
- (1) Background details : He is a Chartered Accountant having experience in finance and treasury management particularly corporate finance.
- (2) Past remuneration : ₹ 65.00 lacs p.a.
- (3) Recognition or awards. : N I L
- Job profile and his suitability. : He is presently Director (Finance) of the company. He is handling the Finance and Treasury function, purchase, Taxation function and is also actively involved in the strategic decision-making process of the company.
- (4) Remuneration proposed. : ₹ 75.00 lacs p.a
- (5) Comparative remuneration profile with respect to Industry, size of the company, profile of the position (in case of expatriates the relevant details would be with respect to the country of his origin) : The Executive Director of KOPRAN Limited is being paid Rs 1.48 Crores in FY 2019-20. KOPRAN Limited is similar to the company as per the size of the company and therefore considered for comparative remuneration profile.
- (6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. : He holds 3,98,020 equity shares in the Company. He does not have any other direct or indirect pecuniary relationship with the Company or any managerial personnel.
- II. Information about the appointee :** : Mr. Riaz A. Kamal, Director (Administration)
- (1) Background details : He is B.Sc, AIC and has been associated with the Company for more than thirty years and is the Executive Director of the company since 1998.
- (2) Past remuneration : ₹ 24.00 lacs p.a.
- (3) Recognition or awards. : NIL
- (4) Job profile and his suitability. : He is presently handling the Domestic business of the company and also managing the administration and H.R. functions in the Company .
- (5) Remuneration proposed. : ₹ 31.50 lacs p.a.
- Comparative remuneration profile with respect to Industry, size of the company, profile of the position (in case of expatriates the relevant details would be with respect to the country of his origin) : The Executive Director of KOPRAN Limited is being paid Rs 1.48 Crores in FY 2019-20. KOPRAN Limited is similar to the company as per the size of the company and therefore considered for comparative remuneration profile.
- (6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. : He does not have any other direct or indirect pecuniary relationship with the Company or any managerial personnel.

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II. Information about the appointee :	:	Mr. Prakash Sapkal, Director (Operations)
(1) Background details	:	He is B. Pharm, M.B.A. and has been working with the Company for more than twenty years. He is on the Board of the Company since 2013 as Director (Operations).
(2) Past remuneration	:	₹ 49.00 lacs per annum.
(3) Recognition or awards.	:	NIL
(4) Job profile and his suitability.	:	He has been efficiently managing the marketing of Formulations business of the company along with operations functions in the Company.
(5) Remuneration proposed.	:	₹ 59.00 lacs p.a
(6) Comparative remuneration profile with respect to Industry, size of the company, profile of the position (in case of expatriates the relevant details would be with respect to the country of his origin	:	The Executive Director of KOPRAN Limited is being paid Rs 1.48 Crores in FY 2019-20. KOPRAN Limited is similar to the company as per the size of the company and therefore considered for comparative remuneration profile.
(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	:	He does not have any other direct or indirect pecuniary relationship with the Company or any managerial personnel.
II. Information about the appointee :	:	Mr. Niraj Dhadiwal, Director (Business Development)
(1) Background details	:	He is B. Pharm, D.B.M. and has been associated with the Company for more than twenty years, looking after Business Development function. He is on the Board of the company since 2013 as Director (Business Development).
(2) Past remuneration	:	₹ 50.00 lacs per annum.
(3) Recognition or awards.	:	NIL
(4) Job profile and his suitability.	:	He is in-charge of Business Development function of the Company and has played a crucial role in growth of the Pre-Formulation business of the company.
(5) Remuneration proposed.	:	₹ 60.00 lacs p.a.
(6) Comparative remuneration profile with respect to Industry, size of the company, profile of the position (in case of expatriates the relevant details would be with respect to the country of his origin	:	The Executive Director of KOPRAN Limited is being paid Rs 1.48 Crores in FY 2019-20. KOPRAN Limited is similar to the company as per the size of the company and therefore considered for comparative remuneration profile.
(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	:	He does not have any other direct or indirect pecuniary relationship with the Company or any managerial personnel.

Dr. Anwar Siraj Daud, Mr. Zulfiquar M. Kamal, Mr. Riaz A Kamal, Mr. Niraj Dhadiwal and Mr. Prakash Sapkal are interested in the resolution.

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

The Board of Directors of the Company recommend the Resolution for the approval of the Members of the Company by way of Special Resolution.

Notice of the 36th Annual General Meeting

Resolution No. 6 - Approval for payment of remuneration to Mrs. Kavita Loya, Independent Director

As per regulation 17 (6)(ca) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, approval of shareholders by way of Special Resolution is required to be obtained every year, in which the annual remuneration payable to single non-executive director exceeds fifty percent of the total remuneration payable to all non-executive directors.

The remuneration of Mrs. Kavita Loya, Independent Director for F.Y. 2020-21 is ₹ 6 Lakhs p.a by way of commission. The remuneration paid to Mrs. Kavita Loya is in excess to the total remuneration paid to all the other Non-Executive Directors. Mrs. Kavita Loya is a Chartered Accountant having experience of more than 20 years and is expert in Financial and Taxation matters. Mrs. Kavita Loya is also the Chairperson of the Audit Committee. Mrs. Kavita Loya is regularly involved in review of the financial performance, internal control systems and risk management process of the company.

As the remuneration payable to Mrs. Kavita Loya exceeds fifty percent of the total remuneration payable to all non-executive directors, shareholders' approval by means of special resolution shall be obtained in the general meeting of the company. Accordingly, consent of the shareholders is sought for passing a Special Resolution as set out in Item No. 6 of the Notice for approval of payment of remuneration to Mrs. Kavita Loya as per regulation 17 (6) (ca) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Mrs. Kavita Loya, Independent Director is interested in the resolution.

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

The Board of Directors of the Company recommend the Resolution for the approval of the Members of the Company by way of Special Resolution.

By Order of the Board
ZIM LABORATORIES LIMITED

(Anwar S. Daud)
Managing Director

Place: Nagpur
Date: 05.09.2020

Annexure

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT:

Particulars:	Profile of the Director
Name of Director	Mr. Prakash Sapkal
DIN	02007385
Date of Birth	February 18, 1968
Date of Appointment	November 22, 2013
Qualifications	Bachelor of Pharmacy with Post Graduation in Business Administration
Experience and Expertise in Specific Functional Areas	Mr. Prakash Sapkal is associated with the Company since the past 24 years starting his career as an Assistant Chemist. He possesses strong Pharmaceutical Background and administration skills. In his current role as Director(Operations), he looks after the operations and Formulations and Oral Thin Film business.
Remuneration last drawn (including sitting fees, if any)	Please refer to the Corporate Governance Report (Annexure - VI) as part of Board Report
Number of Meeting of the Board attended during the Financial Year (2019-20)	04
Names of other Companies in which the Director holds Directorship as on 31.03.2020	NIL
Names of Committees of other listed Companies in which the Director holds Chairmanship/ Membership as on 31.03.2020	NIL
Shareholding in the Company as on 31.03.2020	1,00,600 Equity Shares of ₹ 10 each.
Relationships between Directors, Key Managerial Personnel and Managers of the Company	NIL