

NOTICE OF THE 37TH 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: - 0712-2981960, Works Office: - 07118-271990

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

NOTICE is hereby given that the Thirty Seventh (37th) Annual General Meeting of the Members of ZIM Laboratories Limited will be held on Thursday, the 30th September, 2021 at 12:30 p.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) in accordance with the applicable provisions of the Companies Act, 2013 read with relevant MCA Circular to transact the following business:-

ORDINARY BUSINESS:

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

1. Consideration and Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditor thereon.

“RESOLVED THAT the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 along with the report of the Board of Directors and Auditors thereon as circulated to the members with the notice of Annual General Meeting be and are hereby considered and adopted.”

“RESOLVED FURTHER THAT the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 along with the report of the Auditors thereon be and is hereby considered and 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 in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mr. Niraj Dhadiwal, Director (Business Development) DIN: 02007428 who retires by rotation and

being willing and eligible, be and is hereby re-appointed as Whole-time Director of the Company liable to retire by rotation designated as Director (Business Development).”

SPECIAL BUSINESS :

3. Ratification of Remuneration of Cost Auditor for the financial year 2021-22.

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 4,25,000 /- plus applicable taxes and travelling and out of pocket expenses as per actuals to M/s Dhananjay V. Joshi & Associates, Cost Auditors appointed by the Board of Directors by resolution dt. 29.06.2021 for the F.Y. 2021-22 be and is hereby ratified.”

4. Approval for payment of remuneration to Mrs. Kavita Loya, Independent Director as per Regulation 17 (6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

To consider and, if thought fit, to pass the following resolution as 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. for the F.Y.2021-22 to Mrs. Kavita Loya, Independent Director as per the requirement of regulation 17 (6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

By order of the Board of Directors
For ZIM LABORATORIES LIMITED

(Anwar S. Daud)
Managing Director
DIN: 00023529

Place: Nagpur
Date: 06.09.2021

Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the Special business under item no. 3 to 4 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 - A" 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 continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 and the Securities and Exchange Board of India (SEBI) vide its Circular nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 (hereinafter collectively referred to as "the Circulars") permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC)/ other audio visual means (OAVM). Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for AGM shall be the registered office of the company, i.e Sadoday Gyan (Ground Floor), Opp. NADT, Nelson Square, Nagpur Maharashtra – 440013.
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.
7. In line with the aforesaid Circulars, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that Notice and Annual Report for F.Y. 2020-21 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 Friday, 23th September, 2021 to Thursday, 30th September, 2021 (both days inclusive) for the purpose of AGM.
9. Shareholders seeking any information with regard to accounts are requested to write to the Company on or before 24th September, 2021 by 05.00 p.m. so as to enable the management to keep the information ready.
10. To support the "Green Initiative", All 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. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice of the 37th Annual General Meeting
 18. 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.
 19. 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.
- 20. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**
- The remote e-voting period begins on Monday, 27th September, 2021 at 9:00 a.m. and ends on Wednesday, 29th September, 2021 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 23rd September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23.09.2021.
- 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: Access to NSDL e-Voting system**
- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Share-holders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

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. Password details for shareholders other than Individual shareholders 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 digits 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.nsdl.com.

- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

21. 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 Ms. Pallavi Mhatre or Mr. Amit Vishal at evoting@nsdl.co.in

22. 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:

- a) 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.
- b) 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

23. 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.
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.

24. 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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker or send their questions from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at the company's email address HYPERLINK "mailto:cs@zimlab.in" cs@zimlab.in on or before 24th September, 2021 by 05.00 p.m. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Ms. Pallavi Mhatre and Mr. Amit Vishal at 7506682281 and 9920264780 respectively, officials of NSDL.

25. General Instructions:

- Ms. Roshni Jethani, Company Secretary in practice 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 Scrutinizer's Report shall be placed on the website of the Company 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. 3 - Ratification of remuneration of Cost Auditor:-

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.

On the recommendation of the Audit Committee, the Board of Directors in their Meeting held on 29.06.2021 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 the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2021-22 at a remuneration of ₹ 4,25,000/- plus out of pocket expenses and applicable taxes.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

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. 4 - Approval for payment of remuneration to Mrs. Kavita Loya, Independent Director as per Regulation 17 (6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per regulation 17 (6)(ca) of the SEBI (Listing Obligations 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.

Remuneration of Mrs. Kavita Loya, Independent Director for F.Y. 2021-22 is ₹ 6 Lakhs p.a. by way of commission. The remuneration payable to Mrs. Kavita Loya is in excess of 50% of the total remuneration payable to all the other Non-Executive Directors. Mrs. Kavita Loya is a Chartered Accountant having experience of more than 20 years and is an expert in Financial and Taxation matters. Mrs. Kavita Loya is also the Chairperson of the Audit Committee and is regularly involved in the review of 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, shareholder's 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. 4 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 above resolution.

No Director of the Company other than the above 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
For ZIM LABORATORIES LIMITED

Place : NAGPUR
Date : 06.09.2021

(Anwar S. Daud)
Managing Director

Annexure - A

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT:

Particulars:	Profile of the Director
Name of Director	Mr. Niraj Dhadiwal
DIN	02007428
Date of Birth	May 07, 1967
Date of Appointment	November 22, 2013
Qualifications	Bachelor of Pharmacy with a Diploma in Business Management.
Experience and Expertise in Specific Functional Areas	Mr. Niraj Dhadiwal is associated with the Company for nearly three decades. He possesses strong Pharmaceutical Background and business development and marketing skills. In his current role as Director (Business Development), he looks after the business development function of the Company.
Remuneration last drawn (including sitting fees, if any)	Please refer to the Corporate Governance Report (Annexure - V) as a part of Board Report
Number of Meeting of the Board attended during the Financial Year (2020-21)	08
Names of other Companies in which the Director holds Directorship as on 31.03.2021	NIL
Names of Committees of other listed Companies in which the Director holds Chairmanship/ Membership as on 31.03.2021	NIL
Shareholding in the Company as on 31.03.2021	1,25,400 Equity Shares of ₹ 10 each.
Relationships between Directors, Key Managerial Personnel and Managers of the Company	NIL