



ZIM LABORATORIES LIMITED

CIN:L99999MH1984PLC032172

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

Website: www.zimlab.in

To

All the Members of ZIM Laboratories Ltd.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the members of ZIM Laboratories Limited("company") will be held on Monday, 25th March, 2019 at 11.30 a.m. at the Registered Office of the company at Sadoday Gyan (Ground Floor), Opp. NADT, Nelson Square, Nagpur, Maharashtra – 440 013 to transact the following business:

SPECIAL BUSINESS:

Issuance of Listed/Unlisted, Secured/Unsecured, Redeemable Non-convertible Debentures.

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the sections 42, 71, 179(3)(c) and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the enabling provisions of the Memorandum and Articles of Association of the Company and all other applicable laws including the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder, and subject to all the necessary approvals, consents, permissions and/or sanctions of the Securities and Exchange Board of India ("**SEBI**"), all other ministries, departments or other authorities of the Government of India ("**GOI**"), the Reserve Bank of India ("**RBI**"), the stock exchanges and/or any other competent authorities (if and to the extent necessary), and in accordance with applicable laws and regulations including the rules, regulations, guidelines, notifications, circulars and clarifications issued by the GOI, RBI, SEBI, the stock exchanges and/or any other competent authorities from time to time, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (the "**Board**" which term shall be deemed to include any authorized Committee thereof)), the consent of members be and is hereby accorded to Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, Secured or Unsecured, Rated or Unrated, Listed or Unlisted, Redeemable, Non Convertible Debentures, aggregating upto Rs. 50,00,00,000/- (Rupees Fifty Crores only), ("**Debentures**" / "**NCDs**") in physical form and/or dematerialised form, on the private placement basis, in one or more tranches / series to such eligible person(s) as permissible under applicable law, who may or may not be the shareholders of the Company, trustees, banks, insurance companies, mutual funds, bodies corporate, companies, foreign portfolio investor, other entities or persons, and on such terms and conditions, as may be decided and finalised by the Board in their discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any officers of the Company to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to

issue and allotment of Debentures, filing of offer document with authorities as required, affixing the Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments and opening bank accounts and demat accounts.”

By order of the Board
For ZIM Laboratories Limited

(Dr. Anwar Daud)
Managing Director
DIN: 00023529

Date: 22.02.2019
Place: Nagpur

NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto and forms a part of this notice.
2. A member entitled to attend and vote at the Extra Ordinary General 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.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
5. Members/Proxies are requested to bring the attendance slip duly filled in sent herewith to attend the meeting.
6. Queries, if any, with regard to this notice may be sent to the Company email address at cs@zimlab.in.
7. **Voting through electronic mode**
 - (a) Members whose email addresses are registered with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process.
 - (b) Open the email and open the PDF file titled 'Zim e-voting.pdf', using your Client ID or Folio No. as Password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - (c) Launch your internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (d) Click on Shareholder - Login.

- (e) Enter the user ID and Password (the initial password noted in step (a) above). Click on Login.
 - (f) The Password change menu will appear. Change the Password to a Password of your choice. The new Password should have a minimum of 8 (eight) digits / characters or combination thereof. It is strongly recommended that you do not share your Password with any other person and take utmost care to keep your Password confidential.
 - (g) The homepage of e-voting will open. Click on 'e-voting: Active Voting Cycles'.
 - (h) Select 'EVEN' (E Voting Event Number) of Zim Laboratories Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the Resolution during the voting period.
 - (i) Now you are ready for e-voting as the 'Cast Vote' page opens.
 - (j) Cast your vote by selecting the option of your choice and clicking on 'Submit', and also remember to 'Confirm' when prompted.
 - (k) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (l) Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - (m) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution /Authorization Letter etc., together with attested specimen signature of the authorized signatory / signatories who are authorized to vote, to the Scrutinizer via e-mail to 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 Ballot Forms, the following instructions may be noted:
- a) The initial password is provided at the bottom of the Attendance Slip.
 - b) Please follow all the steps from (a) to (j) mentioned above, to cast your vote successfully.
9. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in,
10. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the Password.
11. If you are already registered with NSDL for e-voting, then you can use your existing user ID and Password for casting your vote.
12. The e-voting period commences on Friday the 22nd March, 2019 from 9.00 a.m. and ends on Sunday the 24th March, 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 18th March, 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 12.03.2019 to 25.03.2019 (both days inclusive)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company proposes to raise funds to meet its short term and long term funding requirement as well as for general corporate purposes. Therefore, in view of this and possible means of finance, thereof, it is proposed to seek enabling authorization from the Shareholders to the Board to raise funds by issuance of Non-Convertible Debentures (“**Debentures**” / “**NCDs**”) on a private placement basis.

It is, therefore, proposed that the Board of Directors be authorised by way of an enabling resolution to raise funds through issue of Debentures, in accordance with the provisions contained in sections 42, 71, 179(3)(c) and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for an amount not exceeding Rs. 50,00,00,000 /- (Rupees Fifty Crores only) in one or more tranches / series, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board to the such category of investors as may be determined by the Board, to *inter-alia* repay the existing loans of the Company and for general corporate purposes and/or such other purpose(s) as the Board, in its absolute discretion, thinks most beneficial for the Company.

The Directors recommend the resolution for members' approval as a **Special Resolution**.

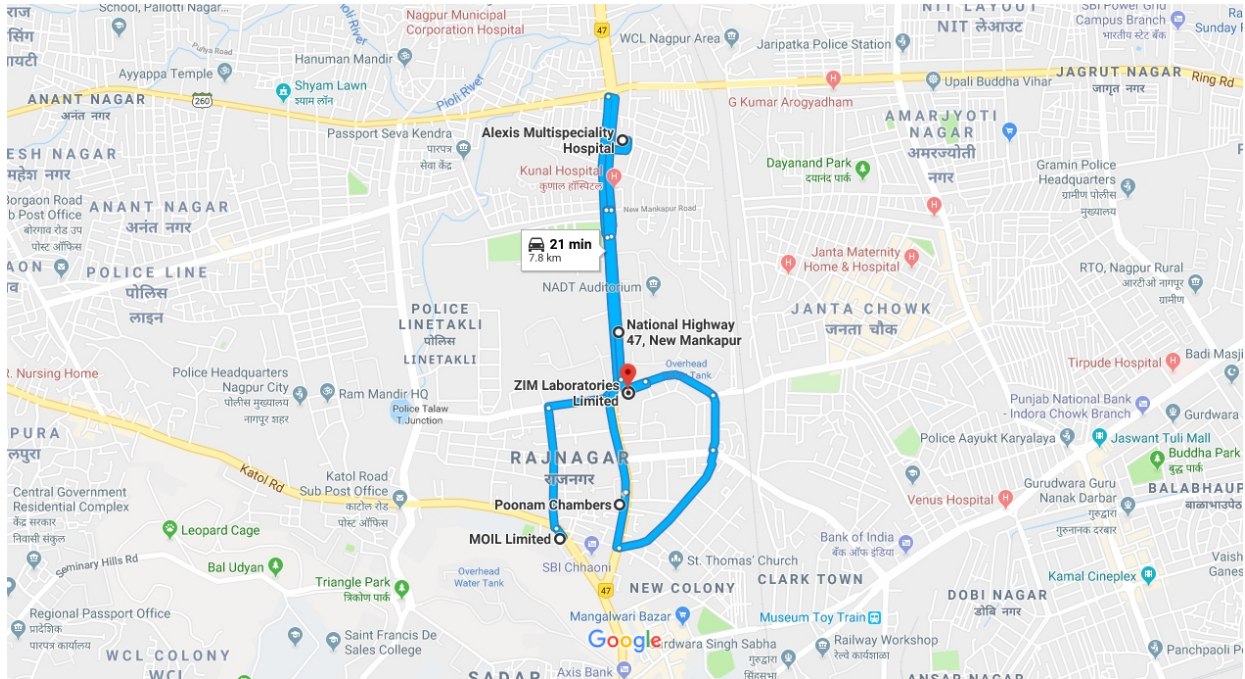
None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

By order of the Board
For ZIM Laboratories Limited

(Dr. Anwar Daud)
Managing Director
DIN: 00023529

Date: 22.02.2019
Place: Nagpur

Route map to the venue of the Extraordinary General Meeting



The address for the EGM venue is as follows :
Sadoday Gyan (Ground Floor),
Opp. N.A.D.T, Nelson Square,
Nagpur - 440013.



ZIM LABORATORIES LIMITED

CIN : L99999MH1984PLC032172

Regd. Office : Sadoday Gyan (Ground Floor), Opp. NADT, Nelson Square, Nagpur – 440 013
Tel. No. (0712) 2588070, E-mail ID : cs@zimlab.in Website : www.zimlab.in

PROXY FORM

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

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

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

(1) Name _____

Address: _____

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

(2) 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 Extraordinary General Meeting of the Company, to be held on Monday the 25th March, 2019 at 11.30 a.m. in registered office of the company at Sadoday Gyan (Ground Floor) Opp. NADT, Nelson Square, Nagpur – 440 013 and at any adjournment thereof in respect of such resolutions as are indicated below :-

Sl. No	Resolutions	Optional*	
		For	Against
1	Issuance of Listed/Unlisted, Secured/Unsecured, Redeemable Non-convertible Debentures		

Signed this _____ day of _____ 2019

Signature of Shareholder : _____

Signature of Proxy holder (s) : _____

Affix
Revenue
Stamp not
less than
Rs. 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.



Zeal & Innovation in Medicine

ZIM LABORATORIES LIMITED

Regd. Office : Sadoday Gyan (Ground Floor), Opp. NADT, Nelson Square, Nagpur – 440 013
CIN : L99999MH1984PLC032172 Tel. No. (0712) 2588070, E-mail ID : cs@zimlab.in Website : www.zimlab.in

ATTENDANCE SLIP

Serial No. :

Regd. Folio / DPID & Client ID	
Name and address of the shareholder	
Joint Holders	
No. of Shares	

I hereby record my presence at the Extraordinary General Meeting of the Company, to be held on Monday the 25th March, 2019 at 11.30 a.m. at the Registered Office at Sadoday Gyan (Ground Floor), Opp. NADT, Nelson Square, Nagpur – 440 013

Signature of the member/
Joint Member(s) / Proxy

Notes :

1. The voting period starts from Friday the 22nd March, 2019 from 9.00 a.m. and ends on Sunday 24th February, 2019 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.
2. Please read the instructions for e-voting given along with the Notice.

E-Voting Information

EVEN (Electronic Voting Event Number)	User ID	Password