



Zeal & Innovation in Medicine

Date : 07.06.2022

BSE Limited,
Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Company Code- 541400

**Sub : Regulation 30 of the SEBI (LODR) Regulations, 2015 - Notice of the
Extraordinary General Meeting (EGM) of shareholders of the Company**

Dear Sir,

In continuation to our letter dated 06.06.2022, wherein we had intimated that the Board of Directors have approved issuance of Notice for convening the Extraordinary General Meeting of the Company, please find enclosed the EGM Notice dated 06.06.2022 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 seeking the consent of the shareholders on the matters set out in the notice, which is being sent through electronic mode to members of the Company. The notice of EGM is also available on Company's website at www.zimlab.in.

The cut-off date for remote e-voting is Wednesday, 22nd June, 2022. The remote e-voting shall commence on Sunday, 26th June, 2022 at 9:00 a.m. and ends on Tuesday, 28th June, 2022 at 5:00 p.m.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For ZIM LABORATORIES LIMITED

(Piyush Nikhade)
Company Secretary and Compliance Officer



Encl : Notice of EGM

ZIM LABORATORIES LIMITED

www.zimlab.in | info@zimlab.in | CIN : L99999MH1984PLC032172

Works : B-21/22, MIDC Area, Kalmeshwar – 441 501 Dist. Nagpur
Maharashtra, India. Ph. +91.718.271370 | Fax: +01.7118.271470

Regd. Office : Sadoday Gyan, Nelson Square, Chhindwara Road,
Nagpur – 440013. Maharashtra, India. Ph. +01.712.2588070

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



ZIM LABORATORIES LIMITED

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

CIN: L99999MH1984PLCO32172. Website: www.zimlab.in, E-mail - cs@zimlab.in
Telephone No: Registered Office: - 0712-2981960, Works Office: - 07118-271990

To,

The Members of ZIM Laboratories Limited

NOTICE is hereby given that the Extraordinary General Meeting of the Members of ZIM Laboratories Limited (Company) will be held on Wednesday, the 29th June, 2022 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 Circulars to transact the following special business:-

Since the EGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at Sadoday Gyan (Ground Floor) Opp. NADT, Nelson Square, Nagpur - 440013 which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

1. Appointment of Dr. Kamlesh Shende (DIN: 09537666) as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 ('the Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations') as amended, pursuant to the recommendation of the

Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Kamlesh Shende (DIN: 09537666) who was appointed as an Additional Director in the capacity of Independent Director with effect from 01st April, 2022 by the Board of Directors of the Company pursuant to section 161 of the Act, read with Regulation 17(1) (C) of the Listing Regulations to hold office up to the date of this General Meeting or three months from the date of appointment whichever is earlier and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, for a term of 3 (three) years commencing from 01st April, 2022 to 31st March, 2025 not liable to retire by rotation at a remuneration as may be determined by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee from time to time within the overall limits of remuneration under the provisions of Section 197 and/or Schedule V of the Companies Act, 2013”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution”.

“RESOLVED FURTHER THAT the Managing Director (Finance) and Company Secretary be and

are hereby authorised severally to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard”

2. Appointment of Dr. Kakasaheb Mahadik (DIN: 08688418) as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 ('the Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, ('Listing Regulations') as amended, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Kakasaheb Mahadik (DIN: 08688418) who was appointed as an Additional Director in the Capacity of Independent with effect from 01st April, 2022 by the Board of Directors of the Company pursuant to section 161 of the Act, read with Regulation 17(1) (C) of the Listing Regulations to hold office up to the date of this General Meeting or three months from the date of appointment whichever is earlier and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act be and is hereby appointed as an Independent Director of the Company, for a term of 3 (three) years commencing from 01st April, 2022 to 31st March, 2025 not liable to retire by rotation at a remuneration as may be determined by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee from time to time within the overall limits of remuneration under the provisions of Section 197 and/or Schedule V of the Companies Act, 2013”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with

the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution”.

“RESOLVED FURTHER THAT the Managing Director, Director (Finance) and Company Secretary be and are hereby authorised severally to take such steps and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution”

3. Reappointment of Mrs. Kavita Loya (DIN: 07943519) as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, ('Listing Regulations') as amended, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded to reappoint Mrs. Kavita Loya (DIN: 07943519) as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, for the second term of 5 (five) years effective from 21st September, 2022 up to 20th September, 2027 not liable to retire by rotation at a remuneration as may be determined by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee from time to time within the overall limits of remuneration permitted under the provisions of Section 197 and/or Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution”.

“RESOLVED FURTHER THAT the Managing Director, Director (Finance) and Company Secretary be and are hereby authorised severally to take such steps and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution”.

4. Reappointment of Mr. Padmakar Joshi (DIN: 07944709) as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (‘Listing Regulations’) as amended, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded to reappoint Mr. Padmakar Joshi (DIN: 07944709) as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, for the second term of 5 (five) years effective from 21st September, 2022 up to 20th September, 2027, not liable to retire by rotation at a remuneration as may be determined by

the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee from time to time within the overall limits of remuneration permitted under the provisions of Section 197 and/or Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

“RESOLVED FURTHER THAT the Managing Director, Director (Finance) and Company Secretary be and are hereby authorised severally to take such steps and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution”.

5. Reappointment of Dr. Anwar Siraj Daud (DIN: 00023529) as Managing Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) relevant provisions of the Articles of Association of the Company, and subject to such other permissions, sanction(s) as may be necessary under law, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Anwar Siraj

Daud (DIN: 00023529) in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby reappointed as the Managing Director of the Company for a further period of 5 (Five) years effective from 01st August, 2022, at a remuneration and upon such terms and conditions mentioned as follows:

i) Remuneration:

a) Fixed Salary : In the range of Rs. 1.30 Crores to 3.00 Crores p.a.

b) Commission on Profit (Variable Pay) : up to 2.0% of the Net Profits of the Company p.a.

ii) Other perquisites:

Medical reimbursement of self, spouse and dependent children, Leaves, Travel, Personal Accident Insurance, Car/Telephone and Corporate Club Fees of 2 identified clubs as per the Company's policy.

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution".

"RESOLVED FURTHER THAT The Director (Finance), Chief Financial Officer and Company Secretary be and are hereby authorised severally to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard".

6. Reappointment of Mr. Zulfiqar Kamal (DIN: 01786763) as Whole Time Director To consider and, if thought fit, to pass with or

without modification(s) the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') relevant provisions of the Articles of Association of the Company, and subject to such other permissions, sanction(s) as may be necessary under law, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Zulfiqar Kamal (DIN: 01786763) in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Whole Time Director of the Company for a further period of 5 (Five) years effective from 19th October, 2022, at a remuneration and upon such terms and conditions mentioned as follows:

i) Remuneration:

a) Fixed Salary : In the range of Rs. 87.50 Lakhs to ₹ 2.50 Crores p.a.

b) Commission on Profit (Variable Pay) : up to 1.5 % of the Net Profits of the Company p.a.

ii) Other perquisites:

Medical reimbursement of self, spouse and dependent children, Leaves, Travel, Personal Accident Insurance, Car/Telephone and Corporate Club Fees of 2 identified clubs as per the Company's policy".

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and

conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution”.

“RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Company Secretary be and are hereby authorised severally to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard”.

7. Reappointment of Mr. Niraj Dhadiwal (DIN: 02007428) as Whole Time Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), relevant provisions of the Articles of Association of the Company, and subject to such other permissions, sanction(s) as may be necessary under law, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Niraj Dhadiwal (DIN: 02007428) in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as the Whole Time Director of the Company for a further period of 3 (three) years effective from 01st October, 2022, at a remuneration and upon such terms and conditions mentioned as follows :

I) Remuneration :

a) Fixed Salary : In the range of Rs. 70 Lakhs to Rs.

1.50 Crores p.a.

b) Commission on Profit (Variable Pay) : up to 0.75 % of the Net Profits of the Company p.a.

ii) Other perquisites :

Medical reimbursement of self, spouse and dependent children, Leaves, Travel, Personal Accident Insurance, Car/Telephone and Corporate Club Fees of 2 identified clubs as per the Company’s policy”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution”.

“RESOLVED FURTHER THAT the Managing Director, Director (Finance) and Company Secretary be and are hereby authorised severally to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard”.

8. Reappointment of Mr. Prakash Sapkal (DIN: 02007385) as Whole Time Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, ('Listing Regulations') relevant provisions of the Articles of Association of the Company, and subject to such other permissions, sanction(s) as may be necessary under law, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Prakash Sapkal (DIN: 02007385) in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as the Whole Time Director of the Company for a further period of 3 (three) years effective from 01st October, 2022, at a remuneration and upon such terms and conditions mentioned as follows :

i) Remuneration :

a) Fixed Salary: In the range of Rs. 70 Lakhs to ₹ 1.50 Crores p.a.

b) Commission on Profit (Variable Pay) : up to 0.75 % of the Net Profits of the Company p.a.

ii) Other perquisites :

Medical reimbursement of self, spouse and dependent children, Leaves, Travel, Personal Accident Insurance, Car/Telephone and Corporate Club Fees of 2 identified clubs as per the Company's policy".

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution".

"RESOLVED FURTHER THAT the Managing Director, Director (Finance) and Company Secretary be and are hereby authorised severally to sign and execute deeds, applications, documents and writings that

may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard".

By order of the Board of Directors
For ZIM LABOARATORIES LIMITED

Place: Nagpur
Date: 06.06.2022

(Anwar S. Daud)
Managing Director
DIN: 00023529

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in 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 EGM through VC/OAVM will be made available for 1000 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 EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 EGM. 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 EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.zimlab.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 26.06.2022

**at 09:00 A.M. and ends on 28.06.2022 at 05:00 P.M.
The remote e-voting module shall be disabled by**

NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22.06.2022, 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 22.06.2022.

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 hold 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 company name or e-Voting service provider i.e. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL

	<p>Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 e-Voting and joining virtual meeting 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 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. f 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 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.

General Guidelines for shareholders

1. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.

3. 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 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

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.
2. 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.
3. 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.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM 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 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. 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 latest by Wednesday, 22nd June 2022. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting should register themselves as a speaker and send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@zimlab.in latest by 5:00 p.m. (IST) on Wednesday, 22nd June 2022. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
9. Members who need assistance before or during the EGM, can contact NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

E-Voting Results :

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the EGM and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to any of the Director of the Company. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company www.zimlab.in and on the website of NSDL at <https://www.evoting.nsdl.com/>. The result will simultaneously be communicated to the Stock Exchange.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Resolution No. 1:

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Dr. Kamlesh Shende (DIN: 09537666) as an Additional Director in the Capacity of Independent Director for a term of 3 (three) years with effect from 01st April, 2022, subject to approval of the members of the Company, in terms of Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Regulation 17(1) (C) of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements), Regulations, 2015, Dr. Kamlesh Shende can hold office as an additional director up to the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received declaration from Dr. Kamlesh Shende stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Further, the Company has also received Dr. Kamlesh Shende's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Dr. Kamlesh Shende has confirmed that he has registered himself in the database for Independent Director. In the opinion of the Nomination and Remuneration Committee and the Board, he is independent of the Management.

The Company has also received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Dr. Kamlesh Shende for the office of Independent Directors of the Company, not liable to retire by rotation.

Dr. Kamlesh Shende has more than 30 years of experience in the area of Regulatory Affairs in the Pharmaceutical sector. Considering Dr. Shende's rich experience in the pharmaceutical industry, the Board considers that induction of eminent professional like

Dr. Shende would immensely benefit the Company, and therefore, recommends obtaining approval of the Members as a Special Resolution for appointment of Dr. Kamlesh Shende as Independent Director of the Company. The profile of Dr. Kamlesh Shende is enclosed as Annexure II.

A brief profile and other particulars of, as required under the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure I and II forming part of this Notice. The draft letter of appointment of Dr. Kamlesh Shende containing terms of his appointment, is available for inspection by Members through electronic mode.

Dr. Kamlesh Shende meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- (a) Corporate Governance: Protection of Stakeholders interest, observing best governance practices and identifying key governance risks and driving good corporate ethics and values.
- (b) General Management: General Know-how of business management, talent management and development, workplace health & safety.
- (c) Pharmaceuticals, Science and Technology: Significant background and experience in pharmaceutical sector, science technology domain.
- (d) Risk and compliance oversight: Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance.
- (e) Finance & Accounts: Ability to analyse and understand the key financial statements Proficiency in financial management, financial reporting process, budgeting, treasury operations, audit, capital allocation.

Accordingly, the approval of members is being sought for appointment of Dr. Kamlesh Shende as Independent Director, for a term of 3 (three) years i.e., from 01st April, 2022 not liable to retire by rotation.

Dr. Kamlesh Shende will be entitled to receive

remuneration by way of Commission, reimbursement of expenses for participation in the Board meetings and such sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to all Non-Executive Directors put together or as per Schedule V of the Companies Act, 2013. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Board of Directors recommend the resolutions as set out in item no. 1 of this Notice for approval of the members as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Dr. Kamlesh Shende and his relatives, for respective resolution relating to his appointment, are in any way concerned or interested.

Resolution No. 2:

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Dr. Kakasaheb Mahadik (DIN: 08688418) as an Additional Director in the Capacity of Independent Director for a term of 3 (three) years with effect from 01st April, 2022, subject to approval of the members of the Company, in terms of Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Regulation 17(1) (C) of Securities and Exchange Board of India. (Listing Obligations Disclosure Requirements), Regulations, 2015, Dr. Kakasaheb Mahadik can hold office as an additional director up to the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received declaration from Dr. Kakasaheb Mahadik stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Further, the Company has also received Dr. Kakasaheb Mahadik's consent to act as a Director in terms of

section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Dr. Kakasaheb Mahadik has confirmed that he has registered himself in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, he is independent of the Management.

The Company has also received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Dr. Kakasaheb Mahadik for the office of Independent Director of the Company, not liable to retire by rotation.

Dr. Kakasaheb Mahadik, a senior professional having a rich experience of more than 35 years in Research in pharmaceutical sector including Novel Drug Delivery Systems. Considering Dr. Mahadik's rich experience in the pharmaceutical industry, the Board considers that induction of eminent professional like Dr. Mahadik would immensely benefit the Company, and therefore, recommends obtaining approval of the Members as a Special Resolution for appointment of Dr. Kakasaheb Mahadik as Independent Director of the Company. The profile of Dr. Kakasaheb Mahadik is enclosed as Annexure II.

A brief profile and other particulars of, as required under the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure I and II forming part of this Notice. The draft letter of appointment of Dr. Kakasaheb Mahadik containing terms of his appointment, is available for inspection by Members through electronic mode.

Dr. Kakasaheb Mahadik meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

(a) Corporate Governance: Protection of Stakeholders interest, observing best governance practices and identifying key governance risks and driving good corporate ethics and values.

(b) General Management: General Know-how of business management, talent management and development, workplace health & safety.

(c) Pharmaceuticals, Science and Technology: Significant background and experience in pharmaceutical sector, science technology domain.

(d) Risk and compliance oversight: Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance.

(e) Finance & Accounts: Ability to analyse and understand the key financial statements Proficiency in financial management, financial reporting process, budgeting, treasury operations, audit, capital allocation.

Accordingly, the approval of members is being sought for appointment of Dr. Kakasaheb Mahadik as Independent Director, for a term of 3 (three) years i.e., from 01st April, 2022 not liable to retire by rotation.

Dr. Kakasaheb Mahadik will be entitled to receive remuneration by way of Commission, reimbursement of expenses for participation in the Board meetings and such sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to all Non-Executive Directors put together or as per Schedule V of the Companies Act, 2013. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Board of Directors recommend the resolutions as set out in item no. 2 of this Notice for approval of the members as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Dr. Kakasaheb Mahadik and his relatives, for respective resolution relating to his appointment, are in any way concerned or interested.

Resolution No. 3

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company, at their 34th Annual General Meeting held on 21st September, 2018, appointed Mrs. Kavita Loya (DIN: 07943519) as Independent Director of the Company, for a period of 5

(five) years commencing from 21st September, 2017 up to 20th September, 2022, not liable to retire by rotation. The Board of Directors and Nomination and Remuneration Committee, considering the expertise, experience and contribution made by Mrs. Kavita Loya during her first term and based on their performance evaluation, approved her reappointment as Independent Director for a period of 5 (five) years effective 21st September, 2022 subject to the approval of members at this General Meeting.

Mrs. Kavita Loya has submitted the consent for her reappointment as an Independent Director. Further, the Company has received declarations from Mrs. Kavita Loya that she continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Also, as per confirmations received from her, she is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. Mrs. Kavita Loya has confirmed that she has registered herself in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Mrs. Kavita Loya is independent of the Management.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mrs. Kavita Loya for the office of Independent Director of the Company, not liable to retire by rotation.

Mrs. Kavita Loya is the Chairperson of the Audit Committee and Risk Management Committee and a member of the Nomination and Remuneration Committee of the Company.

Mrs. Kavita Loya is a Senior Practicing Chartered Accountant with 20 years of experience. The Board considers that an eminent professional like Mrs. Kavita Loya possessing expertise in Audit, Taxation and other financial matters would immensely benefit the Company, and therefore, recommends obtaining approval of the members as a Special Resolution for reappointment of Mrs. Kavita Loya as Independent Director of the Company. The profile of Mrs. Kavita Loya is enclosed as Annexure II.

The additional details of Mrs. Kavita Loya as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I and II forming part of this Notice. The draft letter of appointment of Mrs. Kavita Loya containing terms of her reappointment, is available for inspection by Members through electronic mode.

Mrs. Kavita Loya meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

(a) Corporate Governance: Protection of Stakeholders interest, observing best governance practices and identifying key governance risks and driving good corporate ethics and values.

(b) General Management: General Know-how of business management, talent management and development, workplace health & safety.

(c) Pharmaceuticals, Science and Technology: Significant background and experience in pharmaceutical sector, science technology domain.

(d) Risk and compliance oversight: Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance.

(e) Finance & Accounts: Ability to analyse and understand the key financial statements Proficiency in financial management, financial reporting process, budgeting, treasury operations, audit, capital allocation.

Mrs. Kavita Loya will be entitled to receive remuneration by way of Commission, reimbursement of expenses for participation in the Board meetings and such sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to all Non-Executive Directors put together or as per Schedule V of the Companies Act, 2013. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Board of Directors recommend the resolutions as set out in item no. 3 of this Notice for approval of the members as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mrs. Kavita Loya and her relatives, for respective resolution relating to her reappointment, are in any way concerned or interested.

Resolution No. 4

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company, at their 34th Annual General Meeting held on 21st September, 2018, appointed Mr. Padmakar Joshi (DIN: 07944709) as an Independent Director of the Company, for a period of 5 (five) years commencing from 21st September, 2017 up to 20th September, 2022, not liable to retire by rotation.

The Board of Directors and Nomination and Remuneration Committee, considering the expertise, experience and contribution made by Mr. Padmakar Joshi during his first term and based on the performance evaluation, approved his reappointment as an Independent Director for a period of 5 (five) years effective 21st September, 2022 subject to the approval of members at this General Meeting.

Mr. Padmakar Joshi has submitted the consent for his reappointment as an Independent Director. Further, the Company has received declarations from Mr. Padmakar Joshi that he continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Also, as per confirmations received from him, he is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act, 2013. Mr. Padmakar Joshi has confirmed that he has registered himself in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Padmakar Joshi is independent of the Management.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a

Member proposing the candidature of Mr. Padmakar Joshi for the office of Independent Director of the Company, not liable to retire by rotation.

Mr. Padmakar Joshi is the Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee and Corporate Social Responsibility Committee of the Company.

Mr. Padmakar Joshi is a senior banking professional with more than 37 years of rich and multi-functional experience in areas of commercial banking. Considering his expertise, it would immensely benefit the Company, and therefore the Board, recommends obtaining approval of the Members as a Special Resolution for reappointment of Mr. Padmakar Joshi as an Independent Director of the Company. The profile of Mr. Padmakar Joshi is enclosed as Annexure II.

The additional details of Mr. Padmakar Joshi as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I and II forming part of this Notice. The draft letter of appointment of Mr. Padmakar Joshi containing terms of his reappointment, is available for inspection by members through electronic mode.

Mr. Padmakar Joshi meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

(a) Corporate Governance: Protection of Stakeholders interest, observing best governance practices and identifying key governance risks and driving good corporate ethics and values.

(b) General Management: General Know-how of business management, talent management and development, workplace health & safety.

(c) Pharmaceuticals, Science and Technology: Significant background and experience in pharmaceutical sector, science technology domain.

(d) Risk and compliance oversight: Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance.

(e) Finance & Accounts: Ability to analyse and

understand the key financial statements Proficiency in financial management, financial reporting process, budgeting, treasury operations, audit, capital allocation.

Mr. Padmakar Joshi will be entitled to receive remuneration by way of Commission, reimbursement of expenses for participation in the Board meetings and such sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to all Non-Executive Directors put together or as per Schedule V of the Companies Act, 2013. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Board of Directors recommend the resolutions as set out in item no. 4 of this Notice for approval of the members as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Padmakar Joshi and his relatives, for respective resolutions relating to his reappointment, are in any way concerned or interested.

Resolution No. 5

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors have approved reappointment of Dr. Anwar Daud, (DIN:00023529) subject to the approval of the members. Therefore, it is proposed to obtain approval of the members for reappointment of Dr. Anwar Daud for a further period of 5 (five) years effective from 01st August, 2022 to 31st July, 2027 at such a remuneration as proposed in the Resolution to Item no. 5 of this Notice.

The main terms and conditions of appointment of Dr. Anwar Daud in accordance with the Remuneration Policy of the Company is given below:

I) Remuneration :

a) Fixed Salary : In the range of ₹ 1.30 Crores to 3.00 Crores p.a.

b) Commission on Profit (Variable Pay) : up to 2.0 % of

the Net Profits of the Company p.a.

ii) Other perquisites :

Medical reimbursement of self, spouse and dependent children, Leaves, Travel, Personal Accident Insurance, Car/Telephone and Corporate Club Fees of 2 identified clubs as per the Company's policy.

The Remuneration may include one-time payouts, if any, as well as contribution to Provident Fund, Pension Fund, and Superannuation as per Company policy and Gratuity in accordance with the provisions of the Payment of Gratuity Act. For the purpose of Gratuity, Provident Fund, Pension Fund, Superannuation and other like benefits, if any, the service of Dr. Anwar Daud will be considered as continuous service from the date of his joining the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Dr. Anwar Daud under Section 190 of the Act.

Dr. Anwar Daud is having rich experience in pharmaceutical industry and has successfully contributed towards the growth of the Company. He has been actively involved business strategy, business development and research and development functions in the Company. The profile of Dr. Anwar Daud is mentioned in Annexure II of the Notice.

The additional details of Dr. Anwar Daud as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I and II forming part of this Notice.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Dr. Anwar Daud for the office of Managing Director of the Company.

Dr. Anwar Daud has submitted the consent for his reappointment as the Managing Director as per section 152 of the Companies Act, 2013 (Act) and as per confirmations received from him, he is not disqualified from being reappointed as the Managing Director in terms of Section 164 of the Act.

The Board recommends the Resolution as set out at

Item no. 5 of the Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Dr. Anwar Daud and his relatives, for respective resolutions relating to his reappointment, are in any way concerned or interested.

Resolution No. 6

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors have approved reappointment of Mr. Zulfiquar Kamal, (DIN:01786763) subject to the approval of the members. Therefore, it is proposed to obtain approval of the members for reappointment of Mr. Zulfiquar Kamal for a further period of 5 (five) years effective from 19th October, 2022 to 18th October, 2027 at such a remuneration as proposed in the Resolution to Item no. 6 of this Notice.

The main terms and conditions of appointment of Mr. Zulfiquar Kamal in accordance with the Remuneration Policy of the Company is given below:

I) Remuneration :

a) Fixed Salary: In the range of ₹ 87.50 Lakhs to ₹ 2.50 Crores p.a.

b) Commission on Profit (Variable Pay) : up to 1.5 % of the Net Profits of the Company p.a.

ii) Other perquisites :

Medical reimbursement of self, spouse and dependent children, Leaves, Travel, Personal Accident Insurance, Car/Telephone and Corporate Club Fees of 2 identified clubs as per the Company's policy.

The Remuneration may include one-time payouts, if any, as well as contribution to Provident Fund, Pension Fund, and Superannuation as per Company policy and Gratuity in accordance with the provisions of the Payment of Gratuity Act. For the purpose of Gratuity, Provident Fund, Pension Fund, Superannuation and other like benefits, if any, the service of Mr. Zulfiquar Kamal will be considered as continuous service from the date of his joining the Company.

The above may be treated as a written memorandum

setting out the terms of appointment of Mr. Zulfiqar Kamal under Section 190 of the Act.

Mr. Zulfiqar Kamal, a Chartered Accountant has been associated with the company for over 30 years. He has been on the Board of Directors since 1991. In his current role as Director – Finance, Mr. Kamal oversees the commercial operations, risk, corporate governance and business intelligence profile of the company. The profile of Mr. Zulfiqar Kamal is mentioned in Annexure II of the Notice.

The additional details of Mr. Zulfiqar Kamal as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I and II forming part of this Notice.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Zulfiqar Kamal for the office of Whole Time Director of the Company.

Mr. Zulfiqar Kamal has submitted the consent for his reappointment as the Whole Time Director as per section 152 of the Companies Act, 2013 (Act) and as per confirmations received from him, he is not disqualified from being reappointed as the Whole Time Director in terms of Section 164 of the Act.

The Board recommends the Resolution as set out at Item no. 6 of the Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Zulfiqar Kamal and his relatives, for respective resolution relating to his reappointment, are in any way concerned or interested.

Resolution No. 7

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors have approved reappointment of Mr. Niraj Dhadiwal, (DIN: 02007428) subject to the approval of the members. Therefore, it is proposed to obtain approval of the members for reappointment of Mr. Niraj Dhadiwal for a further period of 3 (three) years effective from 01st October, 2022 to 30th September, 2025 at such a remuneration as proposed in the

Resolution to Item no. 7 of this Notice.

The main terms and conditions of appointment of Mr. Niraj Dhadiwal in accordance with the Remuneration Policy of the Company is given below:

i) Remuneration :

- a) Fixed Salary: In the range of ₹ 70 Lakhs to ₹ 1.50 Crores p.a.
- b) Commission on Profit (Variable Pay) : up to 0.75 % of the Net Profits of the Company p.a.

ii) Other perquisites :

Medical reimbursement of self, spouse and dependent children, Leaves, Travel, Personal Accident Insurance, Car/Telephone and Corporate Club Fees of 2 identified clubs as per the Company's policy.

The Remuneration may include one-time payouts, if any, as well as contribution to Provident Fund, Pension Fund, and Superannuation as per Company policy and Gratuity in accordance with the provisions of the Payment of Gratuity Act. For the purpose of Gratuity, Provident Fund, Pension Fund, Superannuation and other like benefits, if any, the service of Mr. Niraj Dhadiwal will be considered as continuous service from the date of his joining the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Niraj Dhadiwal under Section 190 of the Act.

Mr. Niraj Dhadiwal with his keen business acumen and technical knowledge has played a key role in the export-development arm of the company. His contribution to the development of overseas business has helped the company tap into new markets. The profile of Mr. Niraj Dhadiwal is mentioned in Annexure II of the Notice.

The additional details of Mr. Niraj Dhadiwal as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I and II forming part of this Notice.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a

Member proposing the candidature of Mr. Niraj Dhadiwal for the office of Whole Time Director of the Company.

Mr. Niraj Dhadiwal has submitted the consent for his reappointment as the Whole Time Director as per section 152 of the Companies Act, 2013 (Act) and as per confirmations received from him, he is not disqualified from being reappointed as the Whole Time Director in terms of Section 164 of the Act.

The Board recommends the Resolution as set out at Item no. 7 of the Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Niraj Dhadiwal and his relatives, for respective resolutions relating to his reappointment, are in any way concerned or interested.

Resolution No. 8

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors have approved reappointment of Mr. Prakash Sapkal, (DIN: 02007385) subject to the approval of the members. Therefore, it is proposed to obtain approval of the members for reappointment of Mr. Prakash Sapkal for a further period of 3 (three) years effective from 01st October, 2022 to 30th September, 2025 at such a remuneration as proposed in the Resolution to Item no. 8 of this Notice.

The main terms and conditions of appointment of Mr. Prakash Sapkal in accordance with the Remuneration Policy of the Company is given below:

- i) Remuneration :
 - a) Fixed Salary: In the range of ₹ 70 Lakhs to ₹ 1.50 Crores p.a.
 - b) Commission on Profit (Variable Pay) : up to 0.75 % of the Net Profits of the Company p.a.
- ii) Other perquisites :

Medical reimbursement of self, spouse and dependent children, Leaves, Travel, Personal Accident Insurance, Car/Telephone and Corporate Club Fees of 2 identified clubs as per the Company's policy.

The Remuneration may include one-time payouts, if any, as well as contribution to Provident Fund, Pension Fund, and Superannuation as per Company policy and Gratuity in accordance with the provisions of the Payment of Gratuity Act. For the purpose of Gratuity, Provident Fund, Pension Fund, Superannuation and other like benefits, if any, the service of Mr. Prakash Sapkal will be considered as continuous service from the date of his joining the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Prakash Sapkal under Section 190 of the Act.

Mr. Prakash Sapkal is associated with the Company for 26 years during all these years he has handled key operations in various capacities in the Company. Always passionate about meaningful change, Mr. Sapkal believes prioritizing people and customers, and streamlining processes. The profile of Mr. Prakash Sapkal is mentioned in Annexure II of the Notice.

The additional details of Mr. Prakash Sapkal as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I and II forming part of this Notice.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Prakash Sapkal for the office of Whole Time Director of the Company.

Mr. Prakash Sapkal has submitted the consent for his reappointment as the Whole Time Director as per section 152 of the Companies Act, 2013 (Act) and as per confirmations received from him, he is not disqualified from being reappointed as the Whole Time Director in terms of Section 164 of the Act.

The Board recommends the Resolution as set out at Item no. 8 of the Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Prakash Sapkal and his relatives, for respective resolutions relating to his reappointment, are in any way concerned or interested.

ANNEXURE - I

Information as required under Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards for appointment of the Director, a statement containing details of the concerned Director as on date of the Notice is given hereunder:

a) Appointment of Independent Director

Nam of the Director	Dr. Kamlesh Shende	Dr. Kakasaheb Mahadik
Date of Birth	01.12.1955	01.06.1958
Date of Appointment	01.04.2022	01.04.2022
Relationship with Directors and Key Managerial Personnel	NIL	NIL
Expertise in specific functional area	As mentioned in Annexure II	As mentioned in Annexure II
Qualification(s)	1) M. Pharm (Pharmacology), Nagpur University, Nagpur 2) MIRPM (Human Resource Management), Nagpur University, Nagpur 3) Ph.D. (Herbal Medicine), Maharashtra University of Health Sciences, Nashik	1) B. Pharm, Shivaji University 2) M. Pharm, Nagpur University 3) Ph.D. (Pharma), Pune University 4) Ph.D. (Law) Bharati Vidyapeeth University
Board Membership of other listed Companies as on March 31, 2022	NIL	NIL
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2022	NIL	NIL
a) Audit Committee	NIL	NIL
b) Stakeholders' Grievance Committee	NIL	NIL
c) Nomination and Remuneration Committee	NIL	NIL
d) CSR Committee	NIL	NIL
e) Other Committee(s)	NIL	NIL
Number of equity shares held in the Company as at March 31, 2022	NIL	800

b) Reappointment of Independent Director

Nam of the Director	Mrs. Kavita Loya	Mr. Padmakar Joshi
Date of Birth	09.01.1971	07.03.1952
Date of Reappointment	21.09.2022	21.09.2022
Relationship with Directors and Key Managerial Personnel	NIL	NIL
Expertise in specific functional area	As mentioned in Annexure II	As mentioned in Annexure II
Qualification(s)	B.Com, CA	M. Com,
Board Membership of other listed Companies as on March 31, 2022	NIL	NIL
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2022	NIL	NIL
a) Audit Committee	NIL	NIL
b) Stakeholders' Grievance Committee	NIL	NIL
c) Nomination and Remuneration Committee	NIL	NIL
d) CSR Committee	NIL	NIL
e) Other Committee(s)	NIL	NIL
Number of equity shares held in the Company as at March 31, 2022	NIL	NIL

c) Reappointment of Whole-time Director

Nam of the Director	Dr. Anwar Daud	Mr. Zulfiqar Kamal	Mr. Niraj Dhadiwal	Mr. Prakash Sapkal
Date of Birth	31.12.1958	27.08.1960	07.05.1967	18.02.1968
Date of Reappointment	01.08.2022	19.10.2022	01.10.2022	01.10.2022
Relationship with Directors and Key Managerial Personnel	NIL	NIL	NIL	NIL
Expertise in specific functional area	As mentioned in Annexure II	As mentioned in Annexure II	As mentioned in Annexure II	As mentioned in Annexure II
Qualification(s)	M. Pharm, PhD	B. Com, FCA	B. Pharm, DBM	B. Pharm, MBA
Board Membership of other listed Companies as on March 31, 2022	NIL	NIL	NIL	NIL
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2022	NIL	NIL	NIL	NIL
a) Audit Committee	NIL	NIL	NIL	NIL
b) Stakeholders' Grievance Committee	NIL	NIL	NIL	NIL
c) Nomination and Remuneration Committee	NIL	NIL	NIL	NIL
d) CSR Committee	NIL	NIL	NIL	NIL
e) Other Committee(s)	NIL	NIL	NIL	NIL
Number of equity shares held in the Company as at March 31, 2022	44,45,440	3,98,020	1,25,400	1,25,600

ANNEXURE-II

Brief profile of Directors seeking appointment/re-appointment.

1) **Dr. Kamlesh Shende: Appointment as an Independent Director**

Dr. Kamlesh Shende has more than 30 years of experience in the area of Regulatory Affairs in the Pharmaceutical sector. He possesses rich experience in Drug Policy matters enabling him to act as a technical consultant to various pharmaceutical companies. Dr. Shende has worked as Drugs Formulation Expert for the entire State of Maharashtra and was a member of the National Subcommittee on Formulations constituted by Drugs Consultative Committee.

Dr. Shende retired as Joint Commissioner (Drugs), Food and Drugs Administration, Mumbai. He holds a master's degree in Pharmacology and a Ph. D (Herbal Medicine) from university of Health Sciences, Nashik.

2) **Dr. Kakasaheb Mahadik: Appointment as an Independent Director**

Dr. Kakasaheb Mahadik, a senior professional having a rich experience of more than 35 years in Research in pharmaceutical sector including Novel Drug Delivery Systems. He is an active contributor in various Pharma and Research organizations. He was a Member, Executive Council Indian Society for Clinical Pharmacology and Therapeutics as well as the Executive Committee Indian Pharmaceutical Association.

He is a member of Indian Pharmaceutical Association, IASTAM and other reputed professional bodies. He has been granted several patents and has published more than 300 Research Papers internationally and nationally. He is recipient of various awards for his contributions in the pharmaceutical research and other social causes.

Dr. Mahadik is an M. Pharm and PhD in Pharmaceutical and also holds Ph. D in Law. He has expertise in the field of Pharmaceutical Research, Management and Administration.

3) **Mrs. Kavita Loya: Reappointment as Independent Director**

Mrs. Kavita Loya is a Senior Practicing Chartered Accountant with 20 years of experience. She is presently a Partner in Loya Bagri & Company, Chartered Accountants. She was a Member of Capacity Building Committee and Women's Empowerment Committee of the Western Region of ICAI, Mumbai & Nagpur. She is presently a core group member of the Bombay Chartered Accountants Society. She is on the Board as an Independent Director since the year 2017. She has an expertise in Audit, Taxation and other financial matters.

4) **Mr. Padmakar Joshi: Reappointment as Independent Director**

Mr. Padmakar Joshi is a senior banking professional with more than 37 years of rich and multi-functional experience in areas of commercial banking. He is on the Board as an Independent Director since September, 2017. He retired as Dy. Head- Corporate & SME Credit Monitoring and Debt Restructuring, Union Bank of India.

5) **Dr. Anwar Siraj Daud: Reappointment as Managing Director**

Dr. Anwar Siraj Daud is an M. Pharm and PhD in pharmaceutical chemistry and pharmaceuticals respectively. He began his professional journey in 1981 and is the promoter of ZIM Laboratories Limited (ZIM).

Dr. Anwar. Daud has been responsible for the overall growth of ZIM into an R&D based pharmaceutical manufacturing company that supplies medicines to more than 50 countries worldwide adhering to the strictest standards of quality. His keen interest in research and innovation has led ZIM to develop several innovative process technologies for manufacturing novel delivery systems and differentiated products.

He is associated with several professional bodies and continuously works for raising the standards of the pharmaceutical profession in India. He has been felicitated time and again, by various organizations for his contributions towards industry and society.

6) Mr. Zulfiqar Kamal: Reappointment as Whole Time Director

A Chartered Accountant, Zulfiqar Kamal has been associated with the company for over 30 years. He has been on the Board of Directors since 1991. With his financial acumen, refined over an experience of more than three decades, he brings to the table the financial discipline and control necessary for a growing organization like ZIM Labs. In his current role as Director – Finance, Mr. Kamal oversees the commercial operations risk, corporate governance and business intelligence profile of the company. He envisions ZIM Labs to be a financially efficient organization known for its operational efficiencies and technological process.

7) Mr. Niraj Dhadiwal: Reappointment as Whole Time Director

Mr. Niraj Dhadiwal is a pharmacy graduate with a diploma in business management and has been with the company for nearly three decades. He started his career with ZIM Labs as a production officer in 1991, rising through ranks to his current position of Director. With his keen business acumen and technical knowledge, Mr. Dhadiwal has played a key role in the export-development arm of the company. His contribution to the development of overseas business stands unmatched and a testament to his foresight and ability to tap into new markets. In his current role as Director – Business Development, Mr. Dhadiwal looks after the business development and marketing functions of the company. He envisions ZIM Labs to have a global presence with innovative and differentiated products leading to good returns for all the stakeholders.

8) Mr. Prakash Sapkal: Reappointment as Whole Time Director

Mr. Prakash Sapkal is a Pharmacy graduate with post-graduation in Business Administration. He is associated with the Company for 26 years starting his career as Assistant Chemist. During all these years he has handled key operations in various capacities like Production Supervisor, Production Manager, and Vice President – Operations. His major contribution has been in assembling a team that has brought the vision of ZIM Labs to life. Always passionate about meaningful change, Mr. Sapkal believes prioritizing people and customers, and streamlining processes.