



Zeal & Innovation in **M**edicine

Date : 18.11.2022

BSE Limited,  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**Company Code- 541400**

**Sub : Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Extraordinary General Meeting (EGM)**

Dear Sir,

In continuation to the outcome of the Board Meeting dt.12<sup>th</sup> November, 2022 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the notice of the EGM scheduled to be held on 12<sup>th</sup> December, 2022 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) seeking the consent of the shareholders on the matters set out in the notice. The notice of EGM is also available on Company's website at [www.zimlab.in](http://www.zimlab.in).

The cut-off date for remote e-voting is Monday, 05<sup>th</sup> December, 2022. The remote e-voting shall commence on Friday, 09<sup>th</sup> December, 2022 at 09:00 a.m. and ends on Sunday, 11<sup>th</sup> December, 2022 at 05:00 p.m.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For ZIM LABORATORIES LIMITED

(Piyush Nikhade)  
Company Secretary and Compliance Officer  
Membership No. A38972

Encl : Notice of EGM

**ZIM LABORATORIES LIMITED**

[www.zimlab.in](http://www.zimlab.in) | [info@zimlab.in](mailto:info@zimlab.in) | CIN : L99999MH1984PLC032172

Works : B-21/22, MIDC Area, Kalmeshwar – 441 501 Dist. Nagpur  
Maharashtra, India. Ph. + 91.718.271370 | Fax : +091.7118.271470

Regd. Office : Sadoday Gyan (Ground Floor), Opp. NADT, Nelson Square,  
Nagpur – 440013. Maharashtra, India. Ph. +091.712.2981960

# NOTICE OF THE EXTRAORDINARY GENERAL MEETING



## ZIM LABORATORIES LIMITED

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

CIN: L99999MH1984PLC032172. Website: www.zimlab.in, E-mail - cs@zimlab.in  
Telephone No: Registered Office: - 0712-2981960, Works Office: - 07118-271990

To,

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

NOTICE is hereby given that the Extraordinary General Meeting of the Members of ZIM Laboratories Limited will be held on Monday, 12<sup>th</sup> December, 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 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:

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

#### 1. Increase in the Authorised Share Capital and consequent alteration of Clause V i.e. Capital Clause of the Memorandum of Association (MOA) of the Company:-

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of Article 3 read with other relevant Articles of the Articles of Association of the

Company, consent of the Members’ of the Company be and is hereby accorded to the Board of Directors for increase in the Authorized Share Capital of the Company **from** ₹ 25,00,00,000/- (Rupees Twenty-Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) shares of ₹10/- (Rupees Ten) each **to** ₹ 75,00,00,000/- (Rupees Seventy-Five Crores) divided into 7,50,00,000/- (Seven Crores Fifty Lakhs) shares of ₹ 10/- (Rupees Ten) each.”

**“RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is ₹ 75,00,00,000/- (Rupees Seventy-Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Dr. Anwar Daud, Managing Director, Mr. Zulfiquar Kamal, Director (Finance), Mr. Shyam Mohan Patro, CFO and Mr. Piyush Nikhade, Company Secretary be and are hereby authorised severally on behalf of the Board to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings deem necessary or incidental or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

#### 2. Issue of Bonus Shares by way of capitalization of Securities Premium Account of the Company :-

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Foreign Exchange Management Act, 1999, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Reserve Bank of India ('RBI') (including any amendment, statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles 3, 99, 100 read with other relevant articles of Articles of Association of the Company and subject to such approvals as may be required from the appropriate authorities from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for capitalization of a sum not exceeding ₹ 32,48,38,760/- (Rupees Thirty-Two Crores Forty-Eight Lakhs Thirty-Eight Thousand Seven Hundred and Sixty only) out of the Securities Premium Account of the Company for the purpose of issue of bonus equity shares of ₹ 10/- (Rupees Ten) each, to be credited as fully paid-up bonus shares of ₹ 10/- (Rupees Ten) each in the proportion of 2 (Two) equity shares for every 1 (One) existing equity share held by the Members whose names appear in the Register of Members maintained by the Company / List of Beneficial Owners of the Depository as on the Record Date to be determined by the Board for this purpose.

**"RESOLVED FURTHER THAT** all such new equity shares as and when issued shall rank pari passu and carry the same rights with the existing equity shares of the Company as on the record date, in all respects.

**"RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company."

**"RESOLVED FURTHER THAT** in case of Members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities or else shall be dealt with as per provisions of the applicable law.

**"RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary."

**"RESOLVED FURTHER THAT** Dr. Anwar Daud, Managing Director, Mr. Zulfiqar Kamal, Director (Finance), Mr.

Shyam Mohan Patro, CFO and Mr. Piyush Nikhade, Company Secretary be and are hereby authorised severally on behalf of the Board to take necessary steps for listing of the bonus equity shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws, rules, regulations and guidelines."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Dr. Anwar Daud, Managing Director, Mr. Zulfiqar Kamal, Director (Finance), Mr. Shyam Mohan Patro, CFO and Mr. Piyush Nikhade, Company Secretary be and are hereby authorised severally on behalf of the Board to do all such acts, deeds, matters and things including but not limited to filing of necessary forms and documents with the appropriate authorities and to execute all such deeds, documents and instruments deem necessary or incidental or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

**By order of the Board of Directors**  
For ZIM LABORATORIES LIMITED

(Piyush Nikhade)  
Company Secretary  
Membership No.: A38972

Place: Nagpur  
Date: 12.11.2022

## Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the Special business under item no. 1 & 2 of the accompanying Notice is annexed herewith.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide its Circular nos. 14/2020, 17/2020, 20/2020, , 02/2021, 02/2022 and the Securities and Exchange Board of India (SEBI) vide its Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 (hereinafter collectively referred to as "the Circulars") permitted the holding of the General Meeting through video conferencing (VC) / other audio visual means (OAVM). Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/ OAVM. The deemed venue for EGM shall be the registered office of the company, i.e Sadoday Gyan (Ground Floor), Opp. NADT, Nelson Square, Nagpur Maharashtra – 440013.

3. Pursuant to the Circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not applicable for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorisation etc., authorising its representative to attend the Extraordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer at csroshnijethani@gmail.com with a copy marked to evoting@nsdl.co.in.

5. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013.

6. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the

Company/Depositories. Members may note that Notice has been uploaded on the website of the Company at [www.zimlab.in](http://www.zimlab.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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.nsdl.com](http://www.evoting.nsdl.com).

7. The Register of members and share transfer books of the Company will remain closed from Tuesday, 06<sup>th</sup> December, 2022 to Sunday, 11<sup>th</sup> December, 2022 (both days inclusive) for the purpose of EGM.

8. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 05 days before the meeting so as to enable the management to keep the information ready.

9. To support the "Green Initiative", All Members holding shares in physical form are requested to notify/send their email ID and bank account details to the Registrar & Share Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited. In addition, members holding shares in the demat form are requested to contact their respective Depository Participant and register their email ID and bank account for receiving all communication including Notices, Circulars, etc. from the Company electronically.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Registrar and Share Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083, India for assistance in this regard.

12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Registrar & Share Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.

14. Members wishing to claim dividend that remain unclaimed are requested to correspond with Registrar & Share Transfer Agent as mentioned above or to the Company at its Registered Office. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.

15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

16. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice of the Extraordinary General Meeting.

17. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

who are allowed to attend the EGM without restriction on account of first come first served basis.

18. 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.

#### **19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Friday, 09<sup>th</sup> December, 2022 at 9:00 a.m. and ends on Sunday, 11<sup>th</sup> December, 2022, at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 05<sup>th</sup> December, 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 05<sup>th</sup> December, 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 meetings 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

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

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” P o r t a l o r c l i c k a t <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>



<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.**

<b>Login type</b>	<b>Helpdesk details</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b>evoting@nsdl.co.in</b> or call at toll free no.: 18001020 990 and 1800 22 44 30
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cDSLindia.com</b> or contact at toll free no. 1800 22 55 33

<p><b>B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</b></p> <p><b>How to Log-in to NSDL e-Voting website?</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b>https://www.evoting.nsdl.com/</b> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> </ol> <p>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <b>https://eservices.nsdl.com/</b> 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.</p> <ol style="list-style-type: none"> <li>4. Your User ID details are given below :</li> </ol>	
<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
<b>a) For Members who hold shares in demat account with NSDL.</b>	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>b) For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
<b>c) For Members holding shares in Physical Form.</b>	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***
<ol style="list-style-type: none"> <li>5. Password details for shareholders other than Individual shareholders are given below: <ul style="list-style-type: none"> <li>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</li> </ul> </li> </ol>	



b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

### **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](mailto:csroshnijethani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **20. General Guidelines for shareholders**

1. 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](http://www.evoting.nsdl.com) to reset the password.
2. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
3. Ms. Roshni Jethani, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.
4. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e [www.zimlab.in](http://www.zimlab.in) and on the website of NSDL i.e. <https://www.evoting.nsdl.com> and the results shall also be communicated to the Stock Exchange where the shares of the Company are listed.

### **21. 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](mailto:cs@zimlab.in) and to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.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](mailto: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](mailto: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.

**22. 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.

**23. 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 or ask questions during the EGM may register themselves as a speaker and send their questions from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at the company's email address cs@zimlab.in on or before 04<sup>th</sup> December, 2022 by 05.00 p.m. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
6. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.
7. Members who need assistance before or during the EGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Ms. Pallavi Mhatre and Mr. Amit Vishal at 7506682281 and 9920264780 respectively, officials of NSDL.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business for the Extraordinary General Meeting.**

**Resolution No. 1 and 2**

The Companies Act, 2013 and Articles of Association of the Company permits that, the Company, in General Meeting, may upon recommendation of the Board, approve capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserves by issuance of fully paid up bonus shares to the existing Members.

With a view to reward the members of the Company, the Board of Directors (the 'Board') at their meeting held on 12th November, 2022, approved and recommended a bonus issue of 2 (Two) equity shares for every 1 (One) existing equity share held as on the Record Date to be determined by the Board of Directors by capitalizing a sum not exceeding ₹ 32,48,38,760/- (Rupees Thirty-Two Crores Forty-Eight Lakhs Thirty-Eight Thousand Seven Hundred and Sixty only) standing to the credit of the Securities Premium Account of the Company.

The current Authorised Share Capital of the Company is ₹ 25,00,00,000/- (Rupees Twenty-Five Crores) divided into 2,50,00,000 (Two Crores and Fifty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each. The issue of bonus equity shares as aforesaid would require increase in the Authorised Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board at its meeting held on 12th November, 2022, has also proposed to increase the Authorised Share Capital to ₹ 75,00,00,000/- (Rupees Seventy-Five Crores) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each considering the proposed bonus issue and any other issue which may take place in the future.

The Members may note that as the Bonus issue of Equity Shares is in the proportion of 2 (Two) Bonus Equity Shares for every 1 (One) existing Equity Share, there will not be any fractional entitlement arising out of the issue of new bonus Equity Shares.

Pursuant to the provisions of Sections 13, 61, 63, 64 and other applicable provisions of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, and Articles 3, 99, 100 read with other relevant articles of Articles of Association of the Company, increase in the authorised share capital, alteration of the capital clause (clause V) of the Memorandum of Association and capitalisation of the Securities Premium Account for the purpose of issue of bonus shares of the Company requires approval of the Members. Accordingly, the approval of the Members is sought at the Extraordinary General Meeting.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 and 2 except to the extent of their shareholding in the Company.

The Board recommends the resolutions set forth in Item No. 1 and 2 for the approval of Members as Ordinary Resolutions.