

Date: February 12, 2025

BSE Limited

Market Operations Dept.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 532039

Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed herewith a copy of the Postal Ballot Notice dated January 28, 2025, seeking approval of the Members of Zenotech Laboratories Limited (the “**Company**”) on the items of Special Business as per the Annexure-I, through Postal Ballot by means of electronic voting only (“**Remote e-Voting**”) in compliance with the circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and the Securities and Exchange Board of India (“**SEBI**”) in this regard.

The Postal Ballot Notice dated January 28, 2025, along with the Explanatory Statement pertaining to the said business setting out material facts and related particulars, is being sent to those Members today, i.e., Wednesday, February 12, 2025, whose names appear in the Register of Members / list of Beneficial Owners maintained by the Company/ KFin Technologies Limited, the Registrar & Share Transfer Agent of the Company (“**RTA**”)/Depositories on Friday, February 07, 2025 (i.e. Cut-off date) and whose email addresses were registered with the Depository Participants (“**DP**”) or with the Company or RTA as on the Cut-off date.

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email address as per the instructions given in the enclosed Notice.

Details of Remote e-Voting	
Date and time of commencement of Remote e-Voting	Thursday, February 13, 2025 from 9:00 am IST
Date and time of conclusion of Remote e-Voting	Friday, March 14, 2025 up to 5:00 pm IST
Date of declaration of voting results	On or before March 16, 2025
Manner of voting	Voting through electronic means (Remote e-Voting) only

Authority entrusted for registration of email addresses for receiving Postal Ballot Notice	KFin Technologies Limited Please refer Point No. 17 of the Notes to the Postal Ballot Notice
Detailed Procedure for Remote e-Voting	Refer point No. 18 of the Notes to the Postal Ballot
Agency appointed for providing Remote e-Voting facility to the Members	National Securities Depository Limited (NSDL)
Scrutinizer appointed to scrutinize the Remote e-Voting process	Mr. Mahadev Tirunagari, Practicing Company Secretary

This intimation is also made available on the website of the Company at www.zenotechlab.com.

This is for your information and records.

For **Zenotech Laboratories Limited**

(Abdul Gafoor Mohammad)
Company Secretary & Compliance Officer
ICSI Membership No.: A22331

CIN: L27100TG1989PLC010122

ZENOTECH LABORATORIES LIMITED

Registered Office & Factory:

Survey No.250 -252

Turkapally Village

Shamirpet Mandal

Hyderabad - 500 078 T.S., India.

Tel: +91 90320 44584/ 585

Email: info@zenotech.co.in

www.zenotechlab.com

Annexure-I

Item No.	Description of Special Resolutions:	Type of Resolution (Ordinary / Special Resolution)
1.	Appointment of Mr. Premal Hemant Gandhi (DIN: 09668275) as an Independent Director of the Company	Special Resolution
2.	Re-appointment of Smt. Jagruti Prashant Sheth (DIN: 07129549) as an Independent Director of the Company	Special Resolution

ZENOTECH LABORATORIES LIMITED

Registered Office: Survey No. 250-252, Turkapally Village, Shamirpet Mandal,
Hyderabad - 500078 India | Tel: +91 90320 44584 / 585

Website: www.zenotechlab.com | **E-mail:** info@zenotech.co.in |

CIN: L27100TG1989PLC010122

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the
Companies (Management and Administration) Rules, 2014, as amended]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Thursday, February 13, 2025 (09:00 A.M. IST)	Friday, March 14, 2025 (05:00 P.M. IST)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, Secretarial Standard-2 on General Meetings (“**SS-2**”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and the latest 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and any other relevant Acts, Rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) that the resolutions appended below are proposed to be passed as Special Resolutions by the Members of Zenotech Laboratories Limited (the “**the Company**”) through Postal Ballot only, by voting through electronic means (“**Remote e-Voting**”) only.

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided Remote e-Voting facility to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting are appended to this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company www.zenotechlab.com, the e-Voting website of NSDL at <https://www.evoting.nsdl.com> and also shall be communicated to stock exchanges; BSE Limited (“**BSE**”) at www.bseindia.com, where the Company’s Equity Shares are listed and be made available on their respective websites.

The Board of Directors have appointed Mr. Mahadev Tirunagari, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose e-mail addresses are registered with the Company/RTA/Depositories, in accordance with the aforesaid MCA and SEBI Circulars. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot process.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) through the Remote e-Voting process, **not later than 05:00 p.m. IST on Friday, March 14, 2025**. Remote e-Voting facility will be blocked by NSDL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairperson/ or the Company Secretary of the Company. The results of the voting conducted through Postal Ballot through the Remote e-Voting process will be announced by the Chairperson/ the Company Secretary, on or before 05:00 p.m. IST on March 16, 2025 at Registered Office, at Hyderabad. The results along with the Scrutinizer's Report will be displayed on the website of the Company at www.zenotechlab.com, the e-Voting website of NSDL at <https://www.evoting.nsdl.com> and also shall be communicated to stock exchange; BSE Limited at www.bseindia.com, where the Company's Equity Shares are listed, and will be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office at Hyderabad.

SPECIAL BUSINESS:

1. Appointment of Mr. Premal Hemant Gandhi, (DIN: 09668275) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made under the Act, if any, Regulations 16(1)(b), 17 and 25(2A) and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, and the provisions of the Articles of Association of the Company, and further based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors (the "**Board**"), Mr. Premal Hemant Gandhi, (DIN: 09668275) who was appointed as an Additional Director (Independent) on the Board of the Company with effect from January 28, 2025 pursuant to Section 149, 161 of the Companies Act, 2013 and in respect of whom the

Company has received a notice in writing from a Member under Section 160 (1) of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from January 28, 2025 up to January 27, 2030 (both dates inclusive), not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees thereof) and / or Company Secretary & Compliance Officer of the Company, be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

2. Re-appointment of Smt. Jagruti Prashant Sheth (DIN: 07129549) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Appointment and Qualification of Directors), Rules, 2014, and any other applicable rules made under the Act, if any, Regulation 16(1)(b), 17 and 25(2A) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”), as amended from time to time, and the provisions of the Articles of Association of the Company, and further based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors (**the “Board”**), Smt. Jagruti Prashant Sheth (DIN: 07129549), who was appointed as an Independent Director of the Company and who holds office up to January 31, 2025, and who is eligible for re-appointment for a second term and who continue to meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed for a second term as an Independent Director of the Company to hold office for a period of five (5) consecutive years commencing from February 01, 2025 up to January 31, 2030 (both dates inclusive), not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees thereof) and / or Company Secretary & Compliance Officer of the Company, be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **Zenotech Laboratories Limited**
Sd/-

Place: Mumbai
Date: January 28, 2025

(Abdul Gafoor Mohammad)
Company Secretary & Compliance Officer
ICSI Membership No.: A22331

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Item No.1

Appointment of Mr. Premal Hemant Gandhi, (DIN: 09668275) as an Independent Director of the Company

The Board of Directors of the Company, based on the recommendations of the Nomination & Remuneration Committee of the Board (“NRC”), and pursuant to the provisions of Sections 149, 161(1) of the Companies Act, 2013 and Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the provisions of the Articles of Association of the Company, appointed Mr. Premal Hemant Gandhi, as an Additional Director (Independent) of the Company w.e.f. January 28, 2025, for a period of 5 (five) years, subject to the approval of the Members of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Premal Hemant Gandhi can hold office only up to the date of next Annual General Meeting (“AGM”) of the Company or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment. However, as per Regulation 17(1C) of the SEBI Listing Regulations, Mr. Premal Hemant Gandhi shall hold office 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, in connection with the appointment of Mr. Premal Hemant Gandhi has received statutory disclosures / declarations, including:

- (i) Consent in writing in Form DIR-2 from Mr. Premal Hemant Gandhi to act as a director, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 from Mr. Premal Hemant Gandhi, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Declaration from Mr. Premal Hemant Gandhi to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, and under Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 from Mr. Premal Hemant Gandhi, that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;
- (v) Confirmation from Mr. Premal Hemant Gandhi that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company, and

- (vi) A notice in writing from a member proposing the candidature of Mr. Premal Hemant Gandhi for appointment to the office of Director under Section 160(1) of the Act.

The NRC having assessed the profile of Mr. Premal Hemant Gandhi, recommended his appointment to the Board. The Committee, in terms of Regulation 19 (4) read with Part D of the Schedule II of SEBI Listing Regulations, as amended, considered and evaluated balance of skills, knowledge and experience required on the Board and considering Mr. Premal Hemant Gandhi is a Chartered Accountant having experience of 20 years including Big 4 accounting firms, he was part of the Audit & Assurance division, where he was handling reviews, due diligences of companies across different sectors and of varying sizes, right from start-up to large corporates and has vast expertise and knowledge in the field of statutory and internal audits, listed companies along with consultancy and advisory services, felt that he would be fit for the position of independent director of the Company. The justification/rationale for recommendation for the appointment of Mr. Premal Hemant Gandhi made by the NRC and the Board, as mentioned aforesaid as he has vast expertise and knowledge in the field of statutory audits, advisory services, economics, finance and management.

The Board of Directors of the Company ("**Board**"), in terms of Sections 149, 152, 160 read with Schedule IV of the Companies Act, 2013, and on the basis of recommendation of the NRC for the appointment, have reviewed the profile of Mr. Premal Hemant Gandhi and the declarations and found that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and the Board is of the opinion that he fulfils the conditions specified in the Act and Rules made thereunder for such an appointment and he fulfils the criteria of independence and is independent of the Management. Accordingly, based on the recommendation of the NRC, the Board recommended the appointment of Mr. Premal Hemant Gandhi as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from January 28, 2025 up to January 27, 2030 (both dates inclusive).

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Premal Hemant Gandhi has enrolled his name in the online databank of Independent Directors maintained by the Ministry of Corporate Affairs (MCA) along with Indian Institute of Corporate Affairs (IICA) and has been exempted from the requirement of the online proficiency self-assessment test in terms of Rule 6(4) of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

Additional information in respect of Mr. Premal Hemant Gandhi, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The copy of the letter of appointment issued to Mr. Premal Hemant Gandhi setting out the terms and conditions of appointment shall be available for inspection by the members.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation

25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the Nomination & Remuneration Committee of the Board and Board of Directors recommend the resolution in relation to the appointment of Mr. Premal Hemant Gandhi as Independent Director of the Company, not liable to retire by rotation, as set out in Item No. 1 of the notice, for approval of the Members by way of a Special Resolution.

Except Mr. Premal Hemant Gandhi or his relatives, none of the Directors and 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 of the notice.

Item No.2

Re-appointment of Smt. Jagruti Prashant Sheth (DIN: 07129549) as an Independent Director of the Company

Smt. Jagruti Prashant Sheth (DIN: 07129549) was appointed as an Independent Director of the Company for the period from February 01, 2020 and up to January 31, 2025, under the provisions of Section 149, 152, 161(1) and Schedule IV of the Act” and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”). The Members at 31st Annual General Meeting of the Company had approved the appointment of Smt. Jagruti Prashant Sheth as an Independent Director, not liable to retire, for the said period. She is due to retire from her first term as an Independent Director on January 31, 2025.

In terms of Section 149 (10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment for a further period up to five years on passing of a special resolution by the Company.

In terms of Section 161(1) of the Companies Act, 2013, Smt. Jagruti Prashant Sheth can hold office only up to the date of next Annual General Meeting (“AGM”) of the Company or the last date on which the AGM should have been held, whichever is earlier and is eligible for re-appointment. However, as per Regulation 17(1C) of the SEBI Listing Regulations, Smt. Jagruti Prashant Sheth shall hold office up to the date of next General Meeting or for a period of three months from the date of re-appointment, whichever is earlier.

The Company, in connection with the re-appointment of Smt. Jagruti Prashant Sheth has received statutory disclosures / declarations, including:

- (i) Consent in writing in Form DIR-2 from Smt. Jagruti Prashant Sheth to act as a director, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 from Smt. Jagruti Prashant Sheth, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;

- (iii) Declaration from Smt. Jagruti Prashant Sheth to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, and under Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 from Smt. Jagruti Prashant Sheth, that she has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;
- (v) Confirmation from Smt. Jagruti Prashant Sheth that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company, and
- (vi) A notice in writing from a member proposing the candidature of Smt. Jagruti Prashant Sheth for re-appointment to the office of Director under Section 160(1) of the Act.

The Nomination & Remuneration Committee (“NRC”) and Board of Directors of the Company have assessed the profile/and further reviewed the declarations submitted by Smt. Jagruti Prashant Sheth and opined that she meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, and under Regulation 16(1) (b) of the SEBI Listing Regulations for re-appointing her as an independent director of the Company. Accordingly, based on the recommendation of the NRC, the Board recommended the re-appointment of Smt. Jagruti Prashant Sheth as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years from February 01, 2025 up to January 31, 2030 (both dates inclusive).

The justification/rationale for recommendation for re-appointment of Smt. Jagruti Prashant Sheth made by the NRC and the Board is based on the performance of Smt. Jagruti Prashant Sheth during her first term of appointment as an Independent Director and after considering her knowledge, acumen, expertise, substantial contribution made at Board/ Committee meetings for effective discharge of functions, recommended to the Board for her re-appointment for a second term of 5 (five) years from February 01, 2025 up to January 31, 2030. The Board considered the recommendations made by the NRC and endorsed the same. The Board opined that Smt. Jagruti Prashant Sheth possesses professional and operational knowledge/ expertise which would be of immense benefit to the Company and hence it is desirable to re-appoint her as an Independent Director.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Smt. Jagruti Prashant Sheth has enrolled her name in the online databank of Independent Directors maintained by the Ministry of Corporate Affairs (MCA) along with Indian Institute of Corporate Affairs (IICA) and exempted from online proficiency self-assessment test in terms of Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The letter of re-appointment to be issued to Smt. Jagruti Prashant Sheth setting out the terms and conditions of re-appointment shall be made available for inspection by the members, in the manner as prescribed in point no. 5 of the 'Notes' forming part of this notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV of the Act and the Rules made thereunder, the re-appointment of Independent Directors requires approval of the Members by way of a special resolution. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, appointment/re-appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the NRC and the Board of Directors recommend the resolution in relation to the re-appointment of Smt. Jagruti Prashant Sheth for a second term from February 01, 2025 up to January 31, 2030 (both dates inclusive) as an Independent Director of the Company, not liable to retire by rotation, as set out at Item No. 2 of the notice, for approval of the Members by way of a Special Resolution.

Additional information in respect of Smt. Jagruti Prashant Sheth, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Smt. Jagruti Prashant Sheth or her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the notice.

By Order of the Board of Directors
For **Zenotech Laboratories Limited**

Sd/-

(Abdul Gafoor Mohammad)

Company Secretary & Compliance Officer

ICSI Membership No.: A22331

Place: Mumbai

Date: January 28, 2025

Registered Office:

Zenotech Laboratories Limited

Survey No. 250-252, Turkapally Village,

Shamirpet Mandal,

Hyderabad – 500 078, Telangana

CIN: L27100TG1989PLC010122

Email: info@zenotech.co.in

Website: www.zenotechlab.com

ANNEXURE A

Additional information on Directors seeking appointment/re-appointment as set out in this Postal Ballot Notice, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

1) Profile of Mr. Premal Hemant Gandhi, (DIN: 09668275)

Name	Mr. Premal Hemant Gandhi (DIN: 09668275)
Date of Birth/Age	05 Dec 1977 / 47 years
Nationality	Indian
Educational Qualification	Chartered Accountant and Commerce Graduate
Nature of expertise in specific functional areas	He is having experience of over 20 years including Big 4 accounting firms, he was part of the Audit & Assurance division, where he was handling reviews, due diligences of companies across different sectors and of varying sizes, right from start-up to large corporations.
Date of first appointment on Board	January 28, 2025
Brief resume including Experience	He qualified as a Chartered Accountant in November 2001, he is having experience of over 20 years including Big 4 accounting firms, he was part of the Audit & Assurance division, where he was handling reviews, due diligences of companies across different sectors and of varying sizes, right from start-up to large corporations. He has completed DIPIFR from ACCA London & DISA from ICAI.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	He has relevant skills, experience and expertise in the field of statutory audits, advisory services, economics, finance and management, which will commensurate with skills required for the role of Independent Director.
Directorship held in other listed Companies	NA
Directorships in other companies/Positions in other entities	Nil

Memberships in the Committees of Board of other listed Companies	NIL
Memberships / chairmanships of Committees of the Boards of other Companies	NIL
Listed entities from which the director has resigned in the past three years	NIL
No. of shares held in the Company or on a beneficial ownership basis	NIL
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Company	No relationship per se.
Number of Board Meetings attended during the FY 2024-25 and till the date of this Notice	1 out of 1 (from the date of his appointment)
Details of membership/ chairmanship in the Committees of the Board of the Company	NIL
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	<p>The proposed appointment of Mr. Premal Hemant Gandhi as an Independent Director of the Company is for a period of 5 (five) years commencing from January 28, 2025 up to January 27, 2030 (both dates inclusive).</p> <p>The terms and conditions of appointment of Mr. Premal Hemant Gandhi remains same as that of other Independent Director(s) of the Company and the same are hosted on the website of the Company at www.zenotechlab.com under the head 'Investors'.</p>

2) Profile of Smt. Jagruti Prashant Sheth (DIN: 07129549)

Name	Smt. Jagruti Prashant Sheth
Date of Birth/Age	12 Nov 1972 / 52 years
Nationality	Indian
Educational Qualification	Chartered Accountant and Law Graduate
Nature of expertise in specific functional areas	She is a qualified Chartered Accountant and a Law Graduate with more than 27 years of practical experience with professional firms catering to a large business house in varied sectors. She specializes in Corporate

	Restructuring, Mergers, Amalgamations, Demergers, Capital Restructuring, Valuations, Due Diligence, Private Equity deals, acquisitions (including negotiations and documentation), Pre-IPO & IPO structuring, Corporate Laws & Exchange Control Regulations, BIFR and sick company restructuring.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	She has relevant skills, experience and expertise in the field of law, economics, finance and management, which will commensurate with skills required for the role of Independent Director.
Date of first appointment on Board	February 01, 2020
Brief resume including Experience	She is a qualified Chartered Accountant and a Law Graduate with more than 27 years of practical experience with professional firms catering to a large business house in varied sectors.
Directorship held in other listed Companies	Nil
Directorships in other companies/Positions in other entities	Nil
Memberships in the Committees of Board of other listed Companies	NIL
Memberships / chairmanships of Committees of the Boards of other Companies	NIL
Listed entities from which the director has resigned in the past three years	NIL
No. of shares held in the Company or on a beneficial ownership basis	NIL
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Company	No relationship per se.
Number of Board Meetings attended during the FY 2024-25 and till the date of this Notice	5 (five)
Details of membership/ chairmanship in the Committees of the Board of the Company	i) Member – Audit Committee ii) Member – Corporate Social Responsibility Committee
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	The proposed re-appointment of Smt. Jagruti Prashant Sheth as an Independent Director of the Company is for a period of 5

	<p>(five) years commencing from February 01, 2025 up to January 31, 2030 (both dates inclusive).</p> <p>The terms and conditions of re-appointment of Smt. Jagruti Prashant Sheth remains same as that of other Independent Director(s) of the Company and the same are hosted on the website of the Company at www.zenotechlab.com under the head 'Investors'.</p>
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NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (**"Act"**) read with Rule 22 of the Rules setting out the material facts and reasons for the proposed resolutions of the Postal Ballot Notice and disclosure as required under the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and SS-2 are appended for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company /RTA/ Depositories as at close of business hours on Friday, February 07, 2025 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Share Transfer Agent, **KFin Technologies Limited ("RTA")** as on the Cut-off date.
3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of NSDL to provide Remote e-Voting facility to its members.
4. A copy of the Postal Ballot Notice is available on the website of the Company at www.zenotechlab.com, website of the stock exchange i.e. BSE Limited at www.bseindia.com, and also on the website of e-Voting service provider i.e. NSDL, e-Voting website at <https://www.evoting.nsdl.com>.
5. All relevant documents referred to in this Postal Ballot Notice requiring the approval of the members will be available for inspection at the Registered Office of the Company during office hours from 10:00 a.m. to 2:00 p.m. on all working days until closure of time for casting vote through remote e-voting, and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period. Members seeking to inspect such documents can send an e-mail to abdul.gafoor@zenotech.co.in, mentioning their name, Client ID or DP ID or Folio No.

6. Brief profile and other additional information of the directors seeking appointment & re-appointment is being sought as set out in this Postal Ballot Notice, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished as annexure to this Notice.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/ RTA in case the shares are held by them in physical form.
8. Dispatch of the Notice shall be deemed to be completed on the day on which the Company or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Company.
9. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on Friday, February 07, 2025, i.e. the **Cut-off date**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-Voting process. It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice. **Any person who is not a member as on the Cut-off date or becomes a member post the Cut-off date should treat this Postal Ballot Notice for information purpose only.** A Member cannot exercise his vote by proxy on Postal Ballot.
10. The Remote e-Voting facility will commence on **Thursday, February 13, 2025 at 09:00 a.m. IST and will end on Friday, March 14, 2025 at 05:00 p.m. IST**. Remote e-Voting facility will be blocked by NSDL immediately thereafter and the members will not be allowed to cast their votes beyond the said date and time.
11. Members are requested to cast their vote through the remote e-Voting process not later than 05:00 p.m. IST on Friday, March 14, 2025, in order to be eligible for being considered, failing which it will be strictly treated as if no vote has been cast by the Member.
12. Once the votes on the resolutions are cast by the Members, the Members will not be allowed to change them subsequently.
13. The Board of Directors of the Company have appointed Mr. Mahadev Tirunagari, Practicing Company Secretary as Scrutinizer, to scrutinize the Postal Ballot through remote e-Voting process in a fair and transparent manner. Mr. Mahadev Tirunagari, has communicated his willingness for such appointment.
14. The Scrutinizer's decision on the validity of the e-Voting shall be final and binding on all.

15. The Scrutinizer will submit his report to the Chairperson/ or Company Secretary & Compliance Officer of the Company after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairperson/or the Company Secretary, on or before 05:00 p.m. IST on March 16, 2025, at Registered Office, Hyderabad. The Chairperson/ or the Company Secretary & Compliance Officer shall countersign the same. The results along with the Scrutinizer’s Report will be displayed on the website of the Company at www.zenotechlab.com, the e- Voting website of NSDL at <https://www.evoting.nsdl.com> and also shall be communicated to stock exchange; BSE Limited at www.bseindia.com, where the Company’s Equity Shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot along with the Scrutinizer’s report at its Registered Office at Hyderabad.
16. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, March 14, 2025, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
17. **Procedure for registration of email address with the Company/Depository Participants:** Members are requested to register the email address with their concerned DPs, in respect of electronic holding and with KFin Technologies Limited/the Company, in respect of physical holding, by sending a request duly signed by the 1st named shareholder, the format of which is available at the ‘Investor Relations’ section of the Company’s website, www.zenotechlab.com. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / RTA/the Company to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address, in future.
18. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:**

Step 1	Access through Depositories NSDL/CDSL e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.




Step 1	Access through Depositories NSDL/CDSL e-Voting system in case of individual shareholders holding shares in demat mode.
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A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode NSDL/CDSL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li data-bbox="511 823 1412 1312">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e., NSDL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. <li data-bbox="511 1354 1412 1501">2. If the user is 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 <li data-bbox="511 1543 1412 1881">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

	<p>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.</p> <p>Shareholders/ members can also download the NSDL mobile app 'NSDL SPEED-e' by scanning the QR code mention below for seamless e-voting experience:</p> <div data-bbox="565 577 1058 865" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & voting during the meeting. Additionally, there is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	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 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL/ NSDL 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.

Important note: Members who are unable to retrieve User ID/Password are advised to use **Forgot User ID** and **Forgot Password** option available at above mentioned 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.com or call at: 022 - 4886 7000
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 toll free no. 1800 21 09911

Step 2	Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
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B) Login method for Remote e-Voting for Physical shareholders and shareholders other than individuals holding in Demat form.

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.

2. Once the homepage of e-voting system is launched, click on the icon “Login”, available under ‘Shareholder/Member’.
3. A new screen will open. You will have to enter your User ID, Password / OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nSDL.com/> with your existing IDeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

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 EVEN is 123456 and folio number is 001*** then user ID is 123456001***.

6. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in 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 this Notice.
7. 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 ww.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.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 9. Now, you will have to click on “Login” button.
 10. After you click on the “Login” button, Home page of e-Voting will open.

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

1. After successful login at Step 1, you will be able to see the home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” (e-voting event no.) of the Company, which is 132977.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company

1. Shareholders may send a request to evoting@nsdl.com for procuring user ID and password for e-Voting.
2. In case shares are held in physical mode, please provide Folio Number, name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).
4. If you are an Individual shareholder 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 voting during the meeting for Individual shareholders holding securities in demat mode.

General guidelines for e-voting

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to mahadev.pcs@gmail.com with a copy marked to evoting@nsdl.com.
2. 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.
3. It is strongly recommended that you do not 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.
4. 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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com
