

Ref No.: ZLL/CS/BM/BSE-NSE

13.10.2025

BSE Limited, Compliance Department, P. J. Towers, Dalal Street, Mumbai – 400 001 (Scrip Code - 541400)	National Stock Exchange of India Limited, Listing Compliance Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 (Symbol - ZIMLAB)
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Dear Sir,

Sub: Notice of Postal Ballot for ZIM Laboratories Limited ('the Company')

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice ('Notice') of the Company along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 for seeking approval of the Members of the Company on the Special Resolutions forming part of the Notice.

The Company has completed dispatch of Postal Ballot Notice today, i.e., on 13th October, 2025 only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the RTA/ Depositories as on Friday, 10th October, 2025 (Cut-off date).

The remote e-Voting period commences on Wednesday, 15th October, 2025, from 9.00 a.m. (IST) and ends on Thursday, 13th November, 2025 at 5.00 p.m. (IST).

Please take the above information on record.

Thanking you,

Yours faithfully,
For ZIM LABORATORIES LIMITED

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

ZIM LABORATORIES LIMITED

NOTICE OF POSTAL BALLOT

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



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

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 15th October, 2025, at 9:00 a.m. (IST)	Thursday, 13th November, 2025 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Special Resolution through postal ballot by voting through electronic means ('remote e-Voting') only.

The proposed Resolution(s) and the Explanatory Statement(s) setting out the material facts as required in terms of Section 102 of the Act read with the rules and the MCA Circular forms part of this Postal Ballot Notice ('Notice') for seeking consent of the Members through Postal Ballot by remote e-voting only.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent ["RTA"] and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday 10th October, 2025 ["Cut-off date"]. Accordingly, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, 13th November, 2025. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

Pursuant to the provisions of Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, has appointed Ms. Roshni Jethani, (Membership No. 48849 COP No. 17722), Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed as scrutinizer.

The Scrutinizer will submit her report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Saturday, 15th November, 2025.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.zimlab.in and on the website of National Securities Depository Limited ("NSDL") <https://www.evoting.nsdl.com/>.

SPECIAL BUSINESS:

1. To re-appoint Mr. Niraj Dhadiwal (DIN: 02007428) as Whole-time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the approval of members of the Company be and is hereby accorded to reappoint Mr. Niraj Dhadiwal (DIN: 02007428) as a Whole-time Director, who is eligible for being re-appointed as a Whole-time Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director, liable to retire by rotation, to hold office for a term of 2 (two) years commencing from 01st October, 2025 to 30th September, 2027 (both days inclusive) at such remuneration and on such terms and conditions as mentioned below:

i) Remuneration :

- a) Salary (Fixed Pay) : Upto Rs. 1.50 Crores.
- b) Performance Linked Incentive (PLI) (Variable Pay) : Upto Rs.50.00 Lakhs

ii) Perquisites :

Medical insurance, Car with Driver, Telephone and other perquisites as per the Company's policy .

iii) Others:

Any one-time payout including any statutory payments in addition to the above remuneration as may be decided by the Nomination and Remuneration Committee and Board from time to time.

RESOLVED FURTHER THAT subject to provisions of Section 197 read with Schedule V of Companies Act, 2013 and the relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration in the event of absence or inadequacy of profits to Mr. Niraj Dhadiwal during the 2 (two) years effective from 01st October, 2025 till 30th September, 2027.

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

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

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

2. To re-appoint Mr. Prakash Sapkal (DIN: 02007385) as Whole time Director of the Company

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the approval of members of the Company be and is hereby accorded to reappoint Mr. Prakash Sapkal (DIN: 02007385) as a Whole-time Director, who is eligible for being re-appointed as a Whole-time Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director, liable to retire by rotation, to hold office for a term of 2 (two) years commencing from 01st October, 2025 to 30th September, 2027 (both days inclusive) at such remuneration and on such terms and conditions as mentioned below:

i) Remuneration :

- a) Salary (Fixed Pay) : upto Rs. 1.50 Crores.
- b) Performance Linked Incentive (PLI) (Variable Pay): Upto Rs.50.0 Lakhs

ii) Perquisites:

Medical insurance, Car with Driver, Telephone and other perquisites as per the Company's policy .

iii) Others:

Any one-time payout including any statutory payments in addition to the above remuneration as may be decided by the Nomination and Remuneration Committee and Board from time to time

RESOLVED FURTHER THAT subject to provisions of Section 197 read with Schedule V of Companies Act, 2013 and the relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Regulation Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), approval of the members of the

Company be and is hereby accorded for payment of remuneration in the event of absence or inadequacy of profits to Mr. Prakash Sapkal during the 2 (two) years effective from 01st October, 2025 till 30th September, 2027.

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

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

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed Resolution is annexed hereto and forms part of this Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories/ MUFG Intime India Private Limited, the Company's Registrar and Transfer Agent ("RTA") as on Friday, 10th October, 2025 ("Cut-off date") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants ("DP") or who will register their email address in accordance with the process outlined in this Notice
3. Members of the Company who have not registered their e-mail address can register the same with their concerned depository participants, in respect of shares held in Demat form and RTA if shares are held in physical form.

Members may note that this Postal Ballot Notice will also be available on the Company's website www.zimlab.in, websites of the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and on the website of NSDL www.evoting.nsdl.com.

4. Members desirous of inspecting the documents referred

in the Notice or Explanatory Statement may send their requests to cs@zimlab.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

5. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting facility provided by Listed Entities", the Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by NSDL on the resolutions as set forth in point no. 9 of this Notice.
6. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity Share capital of the Company as on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
7. The remote e-voting period commences from 9:00 a.m. (IST) on Wednesday, 15th October, 2025, and ends at 5:00 p.m. (IST) on Thursday, 13th November, 2025. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
8. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e., Thursday, 13th November, 2025.

9. Process to cast votes through remote e-Voting:

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 for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	A. OTP based login: 1. Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp 2. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. 3. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 4. 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 B. NSDL IDeAS Facility If you are already registered for NSDL IDeAS facility, follow the below steps : 1. 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. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. 4. Click on “Access to e-Voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. If you are not registered for IDeAS Facility, follow the below steps : a. Option to register is available at https://eservices.nsdl.com b. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Visit the e-Voting website of NSDL and follow steps given above in points 1-5. C. e-voting website of NSDL 1. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. A new screen will open. You will need 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.

Type of shareholders	Login Method
	4. After successful authentication, you will be redirected to NSDL website 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. D. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. - 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. 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. - 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. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 evoting 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	- 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat mode (NSDL or CDSL) or physical form	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members who hold 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.Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. 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.
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 <https://www.evoting.nsdl.com/>
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on <https://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 etc.
 - 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.
How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
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

- a) Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csroshnijethani@gmail.com with a copy marked to evoting@nsdl.com. 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.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on <https://www.evoting.nsdl.com/> to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com/> or call on: 022 - 4886 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to cs@zimlab.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to cs@zimlab.in
3. 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 for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. 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.

By order of the Board of Directors
For ZIM LABORATORIES LIMITED

Sd/-
(Piyush Nikhade)
Company Secretary
Membership No.: A38972

Place: Nagpur
Date: 19th September, 2025

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standards 2 in respect of the Special Business

Resolution No. 1 – To re-appoint Mr. Niraj Dhadiwal (DIN: 02007428) as a Whole-time Director of the Company

In terms of the provisions of Section 149, 152 of the Companies Act, 2013 and Rules framed thereunder, Mr. Niraj Dhadiwal was re-appointed as the Whole-time Director of the Company by the Members of the Company, in its Extraordinary General Meeting held on June 29th, 2022 to hold the office for 3 (three) Consecutive years with effect from 01st October, 2022 to 30th September, 2025. Accordingly, his term will conclude on 30th September, 2025.

The Nomination and Remuneration Committee and Board in its Meeting held on 11th September, 2025 and 19th September 2025 respectively evaluated the performance of Mr. Niraj Dhadiwal for his existing term and considering his knowledge, expertise, experience, and contributions during his previous term, approved the re-appointment of Mr. Niraj Dhadiwal as the Whole-time Director of the Company for another term of 2 (two) years i.e., from 01st October, 2025 to 30th September, 2027, (both days inclusive) liable to retire by rotation at such a remuneration as proposed in the Resolution to Item no. 1 of this Notice, subject to the approval of members by way of Postal Ballot.

The main terms and conditions of re-appointment of Mr. Niraj Dhadiwal is given below:

i) Remuneration:

- a) Salary (Fixed): upto Rs. 1.50 Crores
- b) Commission on Profit (Variable Pay): upto Rs. 50 Lakhs

ii) Perquisites:

Medical insurance, Car with Driver, Telephone and other perquisites as per the Company's policy.

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

Mr. Niraj Dhadiwal will be entitled to receive remuneration (Fixed and Variable Pay) and such other sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee within the limits as being approved by the shareholders.

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

Pursuant to the provisions of Regulation 17(1) (C) of Securities and Exchange Board of India. (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general

meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of members is being sought for the said re-appointment by way of Postal Ballot.

Mr. Niraj Dhadiwal has submitted the consent for his reappointment as a Whole-time Director. Also, as per confirmations received from him, he is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act, 2013. Mr. Niraj Dhadiwal has also confirmed 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 his duties. Mr. Niraj Dhadiwal is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Niraj Dhadiwal for the office of Whole-time Director of the Company, liable to retire by rotation.

Mr. Niraj Dhadiwal is a member of the Corporate Social Responsibility Committee.

Mr. Niraj Dhadiwal has more than 30 years of experience in the area of Business Development in the Pharmaceutical sector. Considering Mr. Dhadiwal's rich experience in the pharmaceutical industry, the Board recommends obtaining approval of the Members as a Special Resolution for reappointment of Mr. Niraj Dhadiwal as a Whole-time Director of the Company.

Further in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is being sought for the payment of remuneration in excess of the limits prescribed under the Section 197 read with Schedule V, in the event of absence or inadequacy of profits during his tenure of 2 years commencing from 01st October, 2025 till 30th September 2027.

A brief profile and other disclosures, as required under the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding rules and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided in the **Annexure I, II & III** forming part of this Notice. The draft letter of appointment of Mr. Niraj Dhadiwal containing terms of his re-appointment, is available for inspection at the registered office of the Company.

The Board of Directors of your Company recommends the Resolutions set out at Item No. 1 for the approval of the Members as Special Resolutions.

Except for Mr. Niraj Dhadiwal, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Special Resolution set out at Item No. 1 of this notice, except to the extent of their respective shareholding, if any, in the Company.

Resolution No. 2 – To re-appoint Mr. Prakash Sapkal (DIN: 02007385) as a Whole-time Director of the Company

In terms of the provisions of Section 149, 152 of the Companies Act, 2013 and Rules framed thereunder, Mr. Prakash Sapkal was re-appointed as the Whole-time Director of the Company by the Members of the Company, in its Extraordinary General Meeting held on June 29th, 2022 to hold the office for 3 (three) Consecutive years with effect from 01st October, 2022 to 30th September, 2025. Accordingly, his term will conclude on 30th September, 2025.

The Nomination and Remuneration Committee and Board in its Meeting held on 11th September, 2025 and 19th September 2025 respectively evaluated the performance of Mr. Prakash Sapkal for his existing term and considering his knowledge, expertise, experience, and contributions during his previous term, approved the re-appointment of Mr. Prakash Sapkal as the Whole-time Director of the Company for another term of 2 (two) years i.e., from 01st October, 2025 to 30th September, 2027, (both days inclusive) liable to retire by rotation at such a remuneration as proposed in the Resolution to Item no. 2 of this Notice, subject to the approval of members by way of Postal Ballot.

The main terms and conditions of re-appointment of Mr. Prakash Sapkal is given below:

i) Remuneration :

- a) Salary (Fixed Pay): upto Rs. 1.50 Crores
- b) Commission on Profit (Variable Pay) : upto Rs. 50 Lakhs

ii) Perquisites :

Medical insurance, Car with Driver, Telephone and other perquisites as per the Company's policy.

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

Mr. Prakash Sapkal will be entitled to receive remuneration (Fixed and Variable Pay) and such other sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee within the limits as being approved by the shareholders.

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

Pursuant to the provisions of Regulation 17(1) (C) of Securities and Exchange Board of India. (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of members is being sought for the said re-appointment by way of Postal Ballot.

Mr. Prakash Sapkal has submitted the consent for his reappointment as a Whole-time Director. Also, as per confirmations received from him, he is not disqualified from being

reappointed as Director in terms of Section 164 of the Companies Act, 2013. Mr. Prakash Sapkal has also confirmed 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 his duties. Mr. Prakash Sapkal is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Prakash Sapkal for the office of Whole-time Director of the Company, liable to retire by rotation.

Mr. Prakash Sapkal is a member of the Stakeholder Relationship Committee.

Mr. Prakash Sapkal has more than 30 years of experience in the area of Business Development, Operations in the Pharmaceutical sector. Considering Mr. Sapkal's rich experience in the pharmaceutical industry, the Board recommends obtaining approval of the Members as a Special Resolution for re-appointment of Mr. Prakash Sapkal as a Whole-time Director of the Company.

Further in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is being sought for the payment of remuneration in excess of the limits prescribed under the Section 197 read with Schedule V, in the event of absence or inadequacy of profits during his tenure of 2 years commencing from 01st October, 2025 till 30th September 2027.

A brief profile and other disclosures, as required under the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding rules and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided in the **Annexure I, II & III** forming part of this Notice. The draft letter of appointment of Mr. Prakash Sapkal containing terms of his re-appointment, is available for inspection at the registered office of the Company.

The Board of Directors of your Company recommends the Resolution set out at Item No. 2 for the approval of the Members as Special Resolutions.

Except for Mr. Prakash Sapkal, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Special Resolution set out at Item No. 2 of this notice, except to the extent of their respective shareholding, if any, in the Company.

By order of the Board of Directors
For ZIM LABORATORIES LIMITED

Sd/-

(Piyush Nikhade)

Company Secretary

Membership No.: A38972

Place: Nagpur

Date: 19th September, 2025

ANNEXURE - I

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AND MATTERS RELATED TO APPROVAL OF THEIR REMUNERATION

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India

Sr. No.	Particulars:	Details	Details
	Name	Mr. Niraj Dhadiwal	Mr. Prakash Sapkal
01.	Director Identification Number (DIN)	02007428	02007385
02.	Date of Birth	07.05.1967	18.02.1968
03.	Age	58	57
04.	Direct / indirect relationship with the Company and / or other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
05.	Qualification	Bachelor of Pharmacy, DBM	Bachelor of Pharmacy, MBA
06.	Brief Resume covering qualifications, experience, expertise in specific functional area including details of recognition or awards, if any	As mentioned in Annexure II	As mentioned in Annexure II
07.	Date of First Appointment	22 nd November, 2013	22 nd November, 2013
08.	Shareholding including shareholding as a beneficial owner in the Company	2,97,900	3,76,800
09.	Details of other directorships Membership/ chairmanship of committees of the boards of other Company	Other Directorships and membership: i) ZIM Laboratories FZE	Other Directorships and membership: i) ZIM Thinorals Pvt. Ltd. ii) SIA ZIM Laboratories Ltd.
10.	Chairmanships/Memberships of the Committees of other public limited companies upto the date of this notice:	NIL	NIL
	a) Audit Committee	NIL	NIL
	b) Stakeholders' Grievance Committee	NIL	NIL
	c) Nomination and Remuneration Committee	NIL	NIL
	d) CSR Committee	NIL	NIL
	e) Other Committee(s)	NIL	NIL
11.	Name of listed entities from which the person has resigned in the past three years	NIL	NIL
12.	Number of equity shares held in the Company (as on date of this notice)	2,97,900	3,76,800
13.	No. of Meetings of Board of Directors attended during the financial year 2025-26	04	03
14.	Remuneration sought to be paid	As mentioned in the Annexure-II	As mentioned in the Annexure-II

Sr. No.	Particulars:	Details	Details
15.	Remuneration last drawn (For the financial year 2024- 2025)	The details of the remuneration paid in F.Y. 2024-25 are as below: a.Fixed salary: Rs. 80.90 Lakhs b. PLI (variable pay): Rs.8.20 Lakhs c. Others: Rs. 11.13 Lakhs	The details of the remuneration paid in F.Y. 2024-25 are as below: a. Fixed salary: Rs. 75.25 Lakhs b. PLI (variable pay): Rs. 11.31 Lakhs c. Others: Rs. 15.35 Lakhs
16.	Terms and conditions of appointment/re-appointment/ remuneration	-Director in Executive capacity - liable to retire by rotation. - Term of re-appointment - with effect from 01st October, 2025, upto 30th September, 2027 - Other terms and conditions -mentioned in the explanatory statements to the notice and on the Company's website at www.zimlab.in	- Director in Executive capacity - liable to retire by rotation. - Term of re-appointment - with effect from 01st October, 2025, upto 30th September, 2027 - Other terms and conditions -mentioned in the explanatory statements to the notice and on the Company's website at www.zimlab.in

ANNEXURE - II

STATEMENT OF INFORMATION REQUIRED TO BE DISCLOSED UNDER SCHEDULE V (PART II) (SECTION II) OF THE COMPANIES ACT, 2013

Sr. No.	General Information																
01.	Nature of industry	The Company is engaged into development, manufacture, sale, marketing and export of various pharmaceutical products.															
02.	Date or expected date of commencement of commercial production.	The Company has been incorporated in 1984 and is engaged in pharmaceutical business since its incorporation															
03.	In case of new companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable															
04.	Financial performance based on given indicators.	The financial performance of the Company in the F.Y. 2024-25 is as follows; 1) Turnover: Rs. 37,903.10 Lakhs 2) Profit Before Tax: Rs. 1,800.94 Lakhs 3) Profit After Tax: Rs. 1,216.50 Lakhs Note: Based on consolidated financials															
05.	Foreign Investments or Collaborations, if any.	The foreign shareholding in the Company as on 30th June 2025 is detailed as under: <table> <tr> <th>Particulars</th><th>No. of Shares</th><th>%</th></tr> <tr> <td>Foreign Nationals</td><td>12,95,208</td><td>2.66</td></tr> <tr> <td>Non-Resident Indians (Repat)</td><td>6,68,155</td><td>1.37</td></tr> <tr> <td>Non-Resident Indians (Non Repat)</td><td>2,28,904</td><td>0.46</td></tr> <tr> <td>Total</td><td>21,92,267</td><td>4.49</td></tr> </table>	Particulars	No. of Shares	%	Foreign Nationals	12,95,208	2.66	Non-Resident Indians (Repat)	6,68,155	1.37	Non-Resident Indians (Non Repat)	2,28,904	0.46	Total	21,92,267	4.49
Particulars	No. of Shares	%															
Foreign Nationals	12,95,208	2.66															
Non-Resident Indians (Repat)	6,68,155	1.37															
Non-Resident Indians (Non Repat)	2,28,904	0.46															
Total	21,92,267	4.49															
II	Information about the appointee :																
		Mr. Niraj Dhadiwal, Whole-time Director															
01.	Background details	Mr. Niraj Dhadiwal is a pharmacy graduate with a diploma in business management and has been with the company for more than three decades. He started his career with ZIM Labs as a production officer in 1991, rising through ranks to his current position of Director. With his keen business acumen and technical knowledge, Mr. Dhadiwal has played a key role in the export-development arm of the company. His contribution to the development of overseas business stands unmatched and a testament to his foresight and ability to tap into new markets. In his current role as Director – Business Development, Mr. Dhadiwal looks after the business development and marketing functions of the company. He envisions ZIM Labs to have a global presence with innovative and differentiated products leading to good returns for all the stakeholders.															
02.	Past remuneration	The details of Past remuneration is provided in Annexure-I															

03.	Recognition or awards	-
04.	Job profile and his suitability	His role and responsibilities are in accordance with Regulation 4(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr.Dhadiwal has more than 30 years of experience in the area of Pharmaceutical sector, and he possesses rich experience in Business Development.
05.	Remuneration proposed	As per the resolution and explanatory notes
06.	Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration being paid to the Whole-time Director is commensurate with the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.
07.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	Apart from the proposed remuneration to be paid, he does not have any other direct or indirect pecuniary relationship with the Company or with managerial personnel or any director.

Information about the appointee :	Mr. Prakash Sapkal, Whole-time Director
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01.	Background details	Mr. Prakash Sapkal is a Pharmacy graduate with post-graduation in Business Administration. He is associated with the Company for more than 30 years starting his career as Assistant Chemist. During all these years he has handled key operations in various capacities like Production Supervisor, Production Manager, and Vice President – Operations. His major contribution has been in assembling a team that has brought the vision of ZIM Labs to life.
02.	Past remuneration	The details of Past remuneration is provided in Annexure-I
03.	Recognition or awards	-
04.	Job profile and his suitability	His role and responsibilities are in accordance with Regulation 4(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Sapkal has more than 30 years of experience in the area of Pharmaceutical sector, and he possesses rich experience in Business Development, Operations.
05.	Remuneration proposed	As per the resolution and explanatory notes
06.	Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration being paid to the Whole-time Director is commensurate with the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.
07.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	Apart from the proposed remuneration to be paid, he does not have any other direct or indirect pecuniary relationship with the Company or with managerial personnel or directors.

III	Other information
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01.	Reason for loss or inadequate profits	The company is in process of expanding its business in Regulated markets like EU etc. The company is developing new products for the said market. The products developed have good potential and are expected to contribute to the growth of the company. The development along with registration of products in new markets take around 3 to 5 years, however, company is investing in development of products and Infrastructure to upgrade the manufacturing facilities and building new facilities to cater to the requirements of Regulated Markets. The revenue generation from sale of
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products would commence post registration of products in Regulated Markets which would take around 2 to 3 years. Hence, in this period of transition, the manufacturing cost associated with regulatory requirements in new markets would increase while resulting high profitability business would take some time to stabilize.

02.	Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms	The management is pursuing various strategic and operational measures that are expected to result in the improvement of profitability of the Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.
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ANNEXURE - III

BRIEF PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT.

1) Mr. Niraj Dhadiwal: Re-appointment as a Whole-time Director

Mr. Niraj Dhadiwal is a pharmacy graduate with a diploma in business management and has been with the company for nearly three decades. He started his career with ZIM Labs as a production officer in 1991, rising through ranks to his current position of Director.

With his keen business acumen and technical knowledge, Mr. Dhadiwal has played a key role in the export-development arm of the company. His contribution to the development of overseas business stands unmatched and a testament to his foresight and ability to tap into new markets. In his current role as Director – Business Development, Mr. Dhadiwal looks after the business development and marketing functions of the company. He envisions ZIM Labs to have a global presence with innovative and differentiated products leading to good returns for all the stakeholders.

2) Mr. Prakash Sapkal: Re-appointment as a Whole-time Director

Mr. Prakash Sapkal is a Pharmacy graduate with post-graduation in Business Administration. He is associated with the Company for more than 30 years starting his career as Assistant Chemist. During all these years he has handled key operations in various capacities like Production Supervisor, Production Manager, and Vice President – Operations. His major contribution has been in assembling a team that has brought the vision of ZIM Labs to life.