



Zeal & Innovation in Medicine

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

Date: 23.01.2026

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 Extra- Ordinary General Meeting of ZIM Laboratories Limited ('the Company')**

In terms of Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), please find enclosed the Notice of Extra-ordinary General Meeting of the Company ("**Notice of EGM**") scheduled to be held on Monday, 16<sup>th</sup> February, 2026 at 11:30 a.m. (IST) through video conferencing / other audio-visual means 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 Resolution forming part of the Notice.

The remote e-Voting period commences on Friday, 13<sup>th</sup> February, 2026 from 9.00 a.m. (IST) and ends on Sunday, 15<sup>th</sup> February, 2026 at 5.00 p.m. (IST). The Members of the Company, holding shares as on the cut-off date i.e., Monday, 09<sup>th</sup> February, 2026 may cast their votes electronically.

In compliance with the MCA Circulars and SEBI Circulars, the Notice of EGM is being sent through electronic mode to the members of the Company whose email addresses are registered with the Company/Registrar and Transfer Agent/ Depositories.

The notice is also available on the website of the Company at [www.zimlab.in](http://www.zimlab.in)

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 EXTRAORDINARY GENERAL MEETING



## ZIM LABORATORIES LIMITED

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

CIN: L99999MH1984PLC032172, Website: [www.zimlab.in](http://www.zimlab.in), e-mail -cs@zimlab.in  
Telephone No: Registered Office: 0712-2981960, Works Office: - 07118-271990

To,

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

NOTICE is hereby given that the Extraordinary General Meeting of the Members of ZIM Laboratories Limited will be held on Monday, 16<sup>th</sup> February, 2026 at 11:30 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the applicable provisions of the Companies Act, 2013 read with relevant MCA Circulars to transact the special business.

### **SPECIAL BUSINESS:**

#### **1. ISSUANCE OF EQUITY SHARES OF THE COMPANY BY WAY OF A PREFERENTIAL ISSUE ON A PRIVATE PLACEMENT BASIS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the listing agreement executed by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively, “**Stock Exchanges**”) on which the equity shares of the Company, each having face value of INR 10/- (Indian Rupees Ten only) (“**Equity Shares**”) are listed, the provisions of the Memorandum of Association and Articles of Association of the Company, pursuant to any other rules, regulations, notifications, circulars and clarifications issued from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, and any other competent authority to the extent applicable and subject to such other approval(s), consent(s), permission(s) and/ or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s) and which may be agreed to by the board of directors of the Company (“**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to raise funds by creating, issuing, offering and allotting up to 47,64,497 (Forty Seven Lakh Sixty Four Thousand Four Hundred and Ninety Seven) Equity Shares (“**Subscription Shares**”) by way of preferential issue on a private placement basis, at a price of INR 73.46/- (Indian Rupees Seventy Three and Paise Forty Six only) per Subscription Share as determined in accordance with Chapter V of the ICDR Regulations, which includes a premium of INR 63.46/- (Indian Rupees Sixty Three and Paise Forty Six only) per Subscription Share, aggregating upto INR 34,99,99,949.62/- (Indian Rupees Thirty Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred and Forty Nine and Paise Sixty Two only) to Florintree Trinex LLP, a limited liability partnership registered under the Limited Liability Partnership Act, 2008 (“**Investor**”), who does not belong to the promoter and promoter group of the Company, on such terms and conditions, as may be mutually agreed between the Company and the Investor, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act (“**Preferential Issue**”).

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for the purpose of determination of the floor price for the Preferential Issue of the Subscription Shares is Friday, 16<sup>th</sup> January, 2026, being the working day preceding the date that is 30 (thirty) days prior to the date of this extra-ordinary general meeting (since the date that is 30 (thirty) days prior to the date of the extraordinary general meeting falls on weekend).

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and other applicable laws, the approval of the members of the Company be and is hereby accorded to record the name and address of the Investor and issue a private placement offer cum application letter, in form PAS-4, to the Investor, inviting it to subscribe to the Subscription Shares in accordance with the provisions of the Act and other applicable laws.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Subscription Shares to the Investor shall be subject to the following terms and conditions apart from others as prescribed under applicable law:

- (i) The Subscription Shares to be issued and allotted to the Investor shall be fully paid up;
- (ii) The Subscription Shares to be issued and allotted to the Investor shall be listed and traded on the Stock Exchanges, subject to receipt of necessary permissions and approvals;
- (iii) The Subscription Shares shall be allotted in dematerialised form within the timelines prescribed under Regulation 170 of the ICDR Regulations;
- (iv) The Subscription Shares shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- (v) The Subscription Shares to be issued to the Investor shall be free and clear of all encumbrances except for lock-in for such period as may be specified under Chapter V of the ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) in the terms of issue of the Subscription Shares, subject to the provisions of the Act, ICDR Regulations and other applicable laws, without being required to seek any further consent or approval of the members of the Company, and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (or such person authorised by the Board) be and is hereby authorised to take all necessary actions and to settle all questions, difficulties, or doubts that may arise in regard to the Preferential Issue and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual, or proper, including without limitation, execution of any document, arrangement, agreements, appoint agencies, intermediaries and advisors for the Preferential Issue, utilisation of proceeds of the Preferential Issue, approve, issue, sign, deliver the offer letter to the Investor in form PAS-4 and seek acceptance from the Investor pursuant to the provisions of Section 42 of the Act read with applicable rules, and maintain such record of private placement offer of the Subscription Shares in form PAS-5, allotment of Subscription Shares, listing of the Subscription Shares with the Stock Exchanges, including making applications to the Stock Exchanges for obtaining in-principle approval, listing approval and trading approval, as may be required, apply to depositaries for corporate actions and other activities as may be necessary, file necessary forms/ applications with the appropriate authority, including filing of requisite documents with the Registrar of Companies (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, to take all such steps as may be necessary for the admission of the Subscription Shares, with the depositaries, viz. NSDL and CDSL and for the credit of such Subscription Shares to the dematerialized securities account of the Investor, issuing clarifications, resolving or settling all questions, doubts or difficulties that may arise in this regard, sign and submit all forms, letters, documents or other papers that may be required (including modification(s) thereof, if any) including for the purposes of seeking approvals of third parties (like lenders), Stock Exchanges, SEBI or statutory/ regulatory/ governmental authorities or agencies as may be required, obtain all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, execute all necessary documents, certificates, forms, applications, letters, undertakings etc. (including modification(s) thereof, if any) in relation to the Preferential Issue, and give effect to modifications, changes, variations, alterations, deletions, additions with regard to the terms and conditions of the Preferential Issue, as may be required by the Stock Exchanges, SEBI, or other statutory/ regulatory/ governmental authorities or agencies involved in or concerned with regard to the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to secure any further consent or approval of the members of the Company and that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any Committee of directors of the Company, any director(s) of the Company, and/ or officer(s) of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

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

Date: 21<sup>st</sup> January, 2026  
Place: Nagpur

Piyush Nikhade  
Company Secretary  
Membership No.: A38972

**Notes:**

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of business set out under item no. 1 of the accompanying Notice is annexed herewith.
2. The Ministry of Corporate Affairs (MCA) has, vide its Circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022, 09/2024, 03/2025 and the Securities and Exchange Board of India (SEBI) vide its Circular nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11, SEBI/HO/CFD/CMD2/CIR/ P/ 2022/62, SEBI/HO/CFD/PoD-2/P/ CIR/2 023/4, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/ 2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 (hereinafter collectively referred to as "the Circulars") permitted the holding of the Extra-ordinary General Meeting (EGM) through video conferencing (VC) / other audio visual means (OAVM). Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/ OAVM. The deemed venue for EGM shall be the registered office of the company, i.e. Sadoday Gyan (Ground Floor), Opp. NADT, Nelson Square, Nagpur Maharashtra –440013.
3. Pursuant to the Circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorization etc., authorizing its representative to attend the Extra- Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer at [csroshnijethani@gmail.com](mailto:csroshnijethani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
5. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013.
6. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice has been uploaded on the website of the Company at [www.zimlab.in](http://www.zimlab.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
7. To support the "**Green Initiative**", all Members holding shares in physical form are requested to notify/register their email ID and bank account details with the Registrar & Transfer Agent (RTA) of the Company i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited). In addition, members holding shares in the demat form are requested to contact their respective Depository Participant and register their email ID and bank account for receiving all communication including from the Company electronically.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as; name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a) For shares held in electronic form: to their Depository Participants (DPs)
  - b) For shares held in physical form: to the Company/Registrar and Transfer Agents (RTA) in KYC forms i.e. ISR-1 and ISR-2 and prescribed in the SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 (Format of the said forms are available on the website of the Company).
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of the Company's RTA, MUFG Intime India Private Limited at <https://in.mpms.mufg.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialization request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.
10. As per Regulation 40 of SEBI Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Registrars and Transfer Agents (RTA) of the Company i.e. MUFG Intime India Private Limited by raising their request on their website through their link [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html) for assistance in this regard.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

If any Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

12. SEBI vide Circular Nos. SEBI/HO/ OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/ OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
13. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login> and the same can also be accessed through the Company's website <https://www.zimlab.in/investor-reports-shareholders-form>
14. SEBI has mandated the furnishing of Permanent Account Number (PAN) linked with Aadhaar by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/ RTA.
15. Members wishing to claim dividend that remain unclaimed are requested to correspond with Registrar & Transfer Agent as mentioned above or to the Company at its Registered Office. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice of the EGM. The Registered Office of the company will be deemed to be the venue of the EGM.
18. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.zimlab.in](http://www.zimlab.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
21. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

The remote e-voting period begins on Friday, 13<sup>th</sup> February, 2026 at 9:00 a.m. and ends on Sunday, 15<sup>th</sup> February, 2026, at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Monday, 09<sup>th</sup> February, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 09<sup>th</sup> February, 2026.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated January 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	<p><b>A. OTP based login:</b></p> <ol style="list-style-type: none"> <li>1. Click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a></li> <li>2. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP.</li> <li>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.</li> <li>4. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>B. NSDL IDeAS Facility</b></p> <p><b>If you are already registered for NSDL IDeAS facility, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</li> <li>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.</li> <li>4. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>If you are not registered for IDeAS Facility, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdideasDirectReg.jsp</a></li> <li>c. Visit the e-Voting website of NSDL and follow steps given above in points 1-5.</li> </ol> <p><b>C. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>3. A new screen will open. You will 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.</li> <li>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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>D. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <span> App Store</span> <span> Google Play</span> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing Myeasi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. 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.</li> <li>3. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your UserID, 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 UserID 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 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. 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](mailto: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 'UserID' 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](mailto: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 and join General Meeting on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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#### **23. General Guidelines for shareholders**

a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [croshnjethani@gmail.com](mailto:croshnjethani@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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 [www.evoting.nsdl.com](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 [www.evoting.nsdl.com](https://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

d) Ms. Roshni Jethani, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

e) The results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. <https://www.zimlab.in> and on the website of NSDL i.e. <https://www.evoting.nsdl.com> and the results shall also be communicated to the Stock Exchange where the shares of the Company are listed.

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

a) 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](mailto:cs@zimlab.in)

b) 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](mailto:cs@zimlab.in) If you are an individual shareholders holding securities in demat mode, you are requested to refer to

the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

- c) Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- d) In terms of SEBI circular dated January 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.

#### **25. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

- i) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- ii) Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- iii) Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

#### **26. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

- i) Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii) Members are encouraged to join the Meeting through Laptops for better experience.
- iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v) Shareholders, who would like to express their views or ask questions during the EGM may register themselves as a speaker or send their questions from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number and questions, if any at the company's email address at [cs@zimlab.in](mailto:cs@zimlab.in) on or before 08<sup>th</sup> February, 2026 by 05:30 p.m. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
- vi) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.
- vii) Members who need assistance before or during the EGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 022 - 2499 7000 or contact Ms. Pallavi Mhatre and Mr. Amit Vishal at 7506682281 and 9920264780 respectively, officials of NSDL.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice:

### Item No. 1

The board of directors of the Company (“**Board**”), at its meeting held on Wednesday, 21<sup>st</sup> January, 2026, had subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal to raise funds by creating, issuing, offering and allotting upto 47,64,497 (Forty Seven Lakh Sixty Four Thousand Four Hundred and Ninety Seven ) equity shares of the Company having face value of INR 10/- (Indian Rupees Ten only) (“**Subscription Shares**”) by way of preferential issue on a private placement basis, at a price of INR 73.46/- (Indian Rupees Seventy Three and Paise Forty Six only) per Subscription Share as determined in accordance with Chapter V of the ICDR Regulations (as defined below), which includes a premium of INR 63.46/- (Indian Rupees Sixty Three and Paise Forty Six only) per Subscription Share, aggregating upto INR 34,99,99,949.62/- (Indian Rupees Thirty Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred and Forty Nine and Paise Sixty Two only) to Florintree Trinex LLP, a limited liability partnership registered under the Limited Liability Partnership Act, 2008 (“**Investor**”), who does not belong to the promoter and promoter group of the Company, on such terms and conditions, as may be mutually agreed between the Company and the Investor, subject to applicable laws and regulations, including the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”) and the Act (as defined below) (“**Preferential Issue**”).

In terms of the provisions of Sections 23(1)(b), 42, 62(1)(c), 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”) and the provisions of Chapter V of ICDR Regulations, any preferential allotment of securities is required to be approved by the members of the Company by way of a Special Resolution.

Therefore, the consent of the members of the Company is being sought by a Special Resolution to enable the Board to issue and allot Subscription Shares to the Investor in accordance with the provisions of the Act, ICDR Regulations and other applicable laws, as per the details mentioned at Item No. 1 of the Notice.

In terms of the provisions of the Act and Chapter V of the ICDR Regulations, other relevant disclosures/ details are given below:

#### 1) Particulars of the issue including the material terms of issue, kind of securities offered, date of passing of Board resolution:

The Board, at its meeting held on Wednesday, 21<sup>st</sup> January, 2026, had subject to the approval of the members of the Company and receipt of such other applicable approvals, approved the proposal to raise funds by creating, issuing, offering and allotting by way of preferential issue on a private placement basis upto 47,64,497 (Forty Seven Lakh Sixty Four Thousand Four Hundred and Ninety Seven) Subscription Shares, at a price of INR 73.46/- (Indian Rupees Seventy Three and Paise Forty Six only) per Subscription Share as determined in accordance with Chapter V of the ICDR Regulations, which includes a premium of INR 63.46/- (Indian Rupees Sixty Three and Paise Forty Six only) per Subscription Share, aggregating upto INR 34,99,99,949.62/- (Indian Rupees Thirty Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred and Forty Nine and Paise Sixty Two only) to the Investor.

An amount equivalent to 100% of the consideration shall be payable by the Investor at the time of subscription and allotment of Subscription Shares. For other material terms of the Subscription Shares, please refer to the resolutions set out in Item No. 1 of the Notice.

#### 2) Relevant Date:

In terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for the purpose of determination of the floor price for the Preferential Issue of the Subscription Shares is Friday, 16<sup>th</sup> January, 2026 (“**Relevant Date**”), being the working day preceding the date that is 30 (thirty) calendar days prior to the date of this extra-ordinary general meeting (since the date that is 30 (thirty) days prior to the date of the extraordinary general meeting falls on weekend).

#### 3) Purpose / objects of the Preferential Issue:

The Company intends to utilise the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects (“**Objects**”):

S.No.	Particulars of Object	Total estimated amount to be utilised for each of the Objects (in INR)	Tentative timelines for utilisation of Issue Proceeds from the date of receipt of funds
1.	<b>Capital expenditure towards manufacturing facility for pharmaceutical products:</b> To fund the capital expenditure requirements towards a manufacturing facility for pharmaceutical products, including civil works, plant and machinery, utilities, installation, testing/ commissioning and other related project costs.	16,85,00,000.00	Within 12 months from receipt of funds for the Subscription Shares
2.	<b>Capital expenditure towards manufacturing facility for nutraceutical products:</b> To fund the capital expenditure requirements towards a manufacturing facility for nutraceutical products, including civil works, plant and machinery, utilities, installation, testing/ commissioning and other related project costs.	13,53,00,000.00	Within 12 months from receipt of funds for the Subscription Shares
3.	<b>European Good Manufacturing Practices (“EU-GMP”) re-accreditation remediation costs:</b> To meet expenses towards ongoing remediation activities for re-accreditation of EU-GMP certification of the manufacturing facility of the Company.	4,61,99,949.62	Within 9 months from receipt of funds for the Subscription Shares
<b>Total</b>		<b>34,99,99,949.62</b>	

The Company would utilise the Issue Proceeds for the aforementioned Objects as per the Company's business requirements and availability of Issue Proceeds within the timelines. However, the same is based on management estimates, market conditions, business needs and other commercial and technical factors and the actual deployment of funds and the proposed utilisation schedule will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the net proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board (or a committee thereof), in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board (or a committee thereof), subject to compliance with applicable laws.

**Interim Use of Issue Proceeds:** Pending utilisation of the Issue Proceeds, the Company may invest such proceeds in debt market instruments, deposits in scheduled commercial banks or any other non-capital eroding instruments as permitted under applicable laws, and in accordance with the policies formulated by the Board from time to time.

#### 4) Pricing of the Preferential Issue

The Subscription Shares are being issued at a price of INR 73.46/- (Indian Rupees Seventy Three and Paise Forty Six only), which has been determined in accordance with the ICDR Regulations and taking into account the Valuation Report (as defined below). For further details, please refer to point (5) below.

#### 5) Basis on which the price has been arrived at and justification for the price (including premium, if any):

The equity shares of the Company having face value of INR 10/- (Indian Rupees Ten only) each (“Equity Shares”) are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” and together with BSE the “Stock Exchanges”). In accordance with the ICDR Regulations, the Equity Shares are frequently traded on the NSE.

In terms of the applicable provisions of Chapter V of the ICDR Regulations, the price at which the proposed Preferential Issue of the

Subscription Shares is being undertaken i.e., INR 73.46/- (Indian Rupees Seventy Three and Paise Forty Six only), being higher of the following:

- (i) The 90 trading days volume weighted average price (“**VWAP**”) of the Equity Shares quoted on the recognised stock exchange preceding the Relevant Date i.e., INR 73.46/- (Indian Rupees Seventy Three and Paise Forty Six only) per Equity Share; or
- (ii) The 10 trading days VWAP of the Equity Shares quoted on the recognised stock exchange preceding the Relevant Date i.e., INR 71.60/- (Indian Rupees Seventy One and Paise Sixty only) per Equity Share; or

As per the Articles of Association (“**AOA**”) of the Company and pursuant to Regulation 166A of the ICDR Regulations, the Company is required to obtain a valuation report from an independent registered valuer. In compliance thereof, the Company has obtained the Valuation Report (as defined below) and the fair value of Equity Shares as determined under the Valuation Report (as defined below) is INR 72.13/- (Indian Rupees Seventy Two and Paise Thirteen only) per Equity Share

It is clarified that in terms of Article 19 of the AOA, the further issue of shares is required to be at a value determined by a registered valuer in accordance with the relevant rules made under the Act, and there is no separate method of price determination provided therein.

For the purpose of computation of the price, the share price on NSE being the stock exchange with higher trading volumes for the said period, have been considered for arriving at the floor price under this Preferential Issue in accordance with the ICDR Regulations.

Accordingly, the price per Subscription Share to be issued to the Investor i.e., INR 73.46/- (Indian Rupees Seventy Three and Paise Forty Six only), is in compliance with the ICDR Regulations.

**6) Name and address of the valuer who performed valuation:**

The price for the Preferential Issue of the Subscription Shares has been determined taking into account the valuation report dated 20<sup>th</sup> January, 2026, issued by Bansi S. Mehta Valuers LLP, independent registered valuer (registration no. IBBI/RV-E/06/2022/172) having office at 11/13, Botawala Building, 2nd Floor, Horniman Circle, Fort, Mumbai – 400 001 (“**Valuer**”), in accordance with Regulation 166A of the ICDR Regulations and as required under the Articles of Association of the Company, that was duly approved by the Audit Committee of the Board on Wednesday, 21<sup>st</sup> January, 2026 (“**Valuation Report**”). The Valuation Report shall be available for inspection by the members during the meeting and is also available on the Company’s website and will be accessible at link [Report on Valuations of Equity Shares](#)

**7) Amount which the Company intends to raise by way of such securities:**

In aggregate, the Company proposes to raise upto INR 34,99,99,949.62/- (Indian Rupees Thirty Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred and Forty Nine and Paise Sixty Two only) by way of the Preferential Issue.

**8) Maximum number of securities to be issued:**

The Company proposes to issue upto 47,64,497 (Forty Seven Lakh Sixty Four Thousand Four Hundred and Ninety Seven) Subscription Shares to the Investor by way of the Preferential Issue.

**9) The intention of the promoters/ directors/ key management personnel or senior management of the Company to subscribe to the offer:**

The Subscription Shares shall be offered to the Investor only. None of the existing promoters, directors, key managerial personnel or senior management of the Company will subscribe to the Preferential Issue.

**10) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of the objects:**

None of the existing promoter/ promoter group or directors of the Company propose to contribute any amount either as part of the offer or separately in furtherance of the Objects.

**11) Class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Issue is proposed to be made to the Investor i.e., Florintree Trinex LLP, a limited liability partnership registered under the Limited Liability Partnership Act, 2008, who does not belong to the promoter and promoter group of the Company, and will be part of the non-promoter category post the Preferential Issue.

**12) Name of the proposed allottee, the percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:**

Name of the Allottee	Category of the Allottee	Pre issue shareholding of the proposed allottee		Post issue shareholding of the proposed allottee <sup>(1)</sup>	
		No. of shares	%	No. of shares	%
Florintree Trinex LLP	Non-Promoter	Nil	Nil	Upto 47,64,497	Upto 8.91

(1) The percentage has been calculated on the basis of the post issue equity share capital of the Company, assuming that all 47,64,497 Equity Shares (i.e., the subscription shares) are issued and allotted to the Investor and excluding any Equity Shares to be allotted consequent to exercise of employee stock options.

There will be no change of control of the Company upon issuance and allotment of Subscription Shares to the Investor and the Investor will be categorised as public shareholder.

**13) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:**

The Subscription Shares are proposed to be allotted to the Investor. The natural persons, who are ultimate beneficial owners of the Investor, are as under:

Name of Investor	Identity of natural persons who are the ultimate beneficial owners of the Investor/ who control the Investor
Florintree Trinex LLP	Mathew Cyriac

**14) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

The Investor does not belong to the promoter and promoter group of the Company as on date of this Notice. Further, upon the issuance and allotment of the Subscription Shares, the Investor will continue to be categorized as non-promoter i.e. a public shareholder of the Company.

**15) The pre and post issue shareholding pattern of the Company:**

S.No.	Category of shareholder	Pre-Preferential Issue (as on January 16, 2026) <sup>(1)</sup>		Post Preferential Issue <sup>(2)</sup>	
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
(A)	<b>Promoters' and promoter group holding</b>				
1.	<b>Indian promoters/promoter group</b>				
(a)	Individuals/ HUF	1,62,07,980	33.26%	1,62,07,980	30.30%
(b)	Body Corporate	-	-	-	-
	<b>Sub-total A (1)</b>	<b>1,62,07,980</b>	<b>33.26%</b>	<b>1,62,07,980</b>	<b>30.30%</b>
2.	<b>Foreign promoters/promoter group</b>	-	-	-	-
	<b>Sub-total (A (2))</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group [A = A(1) + A(2)]</b>	<b>1,62,07,980</b>	<b>33.26%</b>	<b>1,62,07,980</b>	<b>30.30%</b>
(B)	<b>Non-promoters' shareholding (Public)</b>				
1.	<b>Institutions</b>				
(a)	Mutual Funds	-	-	-	-

S.No.	Category of shareholder	Pre-Preferential Issue (as on January 16, 2026) <sup>(1)</sup>		Post Preferential Issue <sup>(2)</sup>	
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
(b)	Alternative Investment Fund	0	0.00%	0	0.00%
(c)	Insurance Companies	-	-	-	-
(d)	NBFC's registered with RBI	40	0.00%	40	0.00%
(e)	Foreign Portfolio Investors -Category I	49,329	0.10%	49,329	0.09%
(f)	Foreign Portfolio Investors -Category II	-	-	-	-
<b>Sub-total (B) (1)</b>		49,369	0.10%	49,369	0.09%
<b>2.</b>	<b>Non-Institutions</b>				
(a)	Clearing Members	24,413	0.05%	24,413	0.05%
(b)	HUF	4,59,838	0.94%	4,59,838	0.86%
(c)	Bodies Corporate	92,92,879	19.07%	92,92,879	17.37%
(d)	Investor	-	-	47,64,497	8.91%
(e)	Trusts	-	-	-	-
(f)	Director or Director's Relatives	7,18,337	1.47%	7,18,337	1.34%
(g)	Non-Resident Indians	10,97,227	2.25%	10,97,227	2.05%
(h)	Individuals	1,88,11,111	38.60%	1,88,11,111	35.16%
(i)	Others (Unclaimed Suspense Account)	1,42,000	0.29%	1,42,000	0.27%
(j)	Investor Education and Protection Fund (IEPF)	19,32,660	3.97%	19,32,660	3.61%
(k)	Central Government / State Government(s) / President of India	-	-	-	-
<b>Sub-total (B)(2)</b>		3,24,78,465	66.64%	3,72,42,962	69.61%
<b>Total Public Shareholding [B = B(1) + B(2)]</b>		<b>3,25,27,834</b>	<b>66.74%</b>	<b>3,72,92,331</b>	<b>69.70%</b>
<b>(c)</b>	<b>Non Promoter – Non Public</b>				
<b>GRAND TOTAL (A+B+C)</b>		<b>4,87,35,814</b>	<b>100.00%</b>	<b>5,35,00,311</b>	<b>100.00%</b>

(1) Calculated on the basis of the pre issue equity share capital of the Company as on 16<sup>th</sup> January, 2026 excluding any equity shares to be allotted consequent to exercise of employee stock options.

(2) Calculated on the basis of the post issue equity share capital of the Company, assuming that all 47,64,497 Equity Shares (i.e., the subscription shares) are issued and allotted to the Investor and excluding any Equity Shares to be allotted consequent to exercise of employee stock options.

**16) Lock-in period:**

The Subscription Shares to be issued and allotted to the Investor, shall be locked-in for such period as specified under Regulation 167 of the ICDR Regulations.

The Investor does not hold any pre-preferential allotment shareholding in the Company, which is required to be locked-in from the Relevant Date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

**17) Proposed time within which the allotment shall be completed:**

In terms of Regulation 170 of the ICDR Regulations, the Preferential Issue of the Subscription Shares will be completed in dematerialised form within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any statutory or regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the receipt such approval or within such further period as may be prescribed or allowed by the concerned statutory or regulatory authority (including but not limited to SEBI, Stock exchange or other authorities, as applicable).

**18) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has not made any allotment on preferential basis of equity shares or securities convertible into equity shares of the Company during the current financial year 2025-2026.

**19) Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:** Not applicable.

**20) Principal terms of assets charged as securities:** Not applicable.

**21) Listing:**

The Company will make an application to the Stock Exchanges where the Equity Shares are listed, in relation to listing of the Subscription Shares to be issued and allotted to the Investor. Such Subscription Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all aspects (including with respect to dividend, voting powers etc.).

**22) Practicing Company Secretary's Certificate:**

A certificate from Ms. Roshni Jethani, practicing company secretary (CP. No.: 17722 and ACS No.: 48849) certifying that the Preferential Issue is being made in accordance with requirements of ICDR Regulations, is hosted on the Company's website and can be accessed at: [PCS Certificate- SEBI \(ICDR\) Regulations, 2018](#)

**23) Other Disclosures / Undertakings by the Company:**

- (a) The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations and other applicable laws.
- (b) The Company, its promoters and its directors are not categorized as wilful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
- (c) None of the directors or promoters of the Company are fugitive economic offenders as defined under the ICDR Regulations.
- (d) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- (e) The Company is in compliance with the conditions for continuous listing as specified in listing agreement with the Stock Exchanges and the Listing Regulations, as amended, and any circular or notification issued by the SEBI thereunder.
- (f) As the Equity Shares have been listed for a period of more than 90 (ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- (g) The Company shall re-compute the price of relevant securities to be allotted under the Preferential Issue in terms of the ICDR Regulations where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.
- (h) The Investor has confirmed that it (a) has not sold or transferred any Equity Shares during the 90 (ninety) trading days preceding the Relevant Date, and (b) is eligible under the ICDR Regulations to participate in the Preferential Issue.
- (i) The proposed Preferential Issue is not being made to any body corporate incorporated in, a country which shares a land border with India.
- (j) The Company shall be making an application seeking in-principle approval to the Stock Exchange(s) where its Equity Shares are listed on the same day when the Notice will be sent for seeking members approval by way of special resolution.

In terms of Sections 23(1)(b), 42, 62(1)(c) of the Act and Chapter V of the ICDR Regulations, approval of the members by way of a Special Resolution is required to issue and allot Subscription Shares to the Investor by way of a preferential issue on a private placement basis.

The relevant documents shall be made available for inspection at the registered office of the Company during normal business hours on all working days of the Company (except Sundays) and shall also be made available for inspection through secured mode by writing to the Company at its e-mail ID cs@zimlab.in up to the date of the EGM in accordance with applicable laws.

The Board of Directors of the Company recommends the Special Resolution set forth in Item No. 1 of the Notice to the members of the Company for their consideration and approval.

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

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

Date: 21<sup>st</sup> January, 2026  
Place: Nagpur

Piyush Nikhade  
Company Secretary  
Membership No.: A38972