

# NOTICE OF POSTAL BALLOT

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



Zeal & Innovation in Medicine

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

Telephone No: Registered Office: 0712-2981960, Works Office: 07118-271990

| VOTING STARTS ON                                         | VOTING ENDS ON                                             |
|----------------------------------------------------------|------------------------------------------------------------|
| Monday, 13 <sup>th</sup> July, 2026, at 09:00 a.m. (IST) | Tuesday, 11 <sup>th</sup> August, 2026 at 05:00 p.m. (IST) |

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the 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"), (including any statutory modification or re-enactment thereof for the time being in force) and as amended from time to time 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 and the latest being Circular No. 03/2025 dated September 22, 2025 (collectively the 'MCA Circulars'), to transact special business as set out hereunder by passing Special Resolutions by way of postal ballot only, by voting through electronic means ("remote e-voting").

The proposed Resolutions and the Explanatory Statement 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, 03<sup>rd</sup> July, 2026 ("Cut-off date"). Physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot and no physical ballot forms will be accepted.

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 Tuesday, 11<sup>th</sup> August, 2026 (the last day to cast vote electronically). The remote e-Voting facility will be disabled by NSDL immediately thereafter.

Pursuant to Rule 22 of the Rules, the Board of Directors of the Company, have 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's decision on the validity of the votes cast in the Postal Ballot shall be final.

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 Thursday, 13<sup>th</sup> August, 2026. The Resolution, if assented by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e. Tuesday, 11<sup>th</sup> August, 2026.

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](http://www.zimlab.in) and on the website of National Securities Depository Limited ("NSDL") <https://www.evoting.nsdl.com/>.

## SPECIAL BUSINESS:

### Item No. 1 - To approve the revision in remuneration structure and payment of remuneration to Dr. Anwar Daud, Managing Director (DIN: 00023529) 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 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto and the Rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded for revision in the remuneration structure of **Dr. Anwar Daud, Managing Director (DIN: 00023529)** of the Company, till the expiry of his current term i.e. till 30th July, 2027, as mentioned below:

- i. Fixed remuneration - up to ₹03.00 Crores (Rupees Three Crores only) per annum,
- ii. Performance Linked Incentive (PLI) / Variable Pay - up to 42.50% of the aggregate of the Fixed Salary being drawn by the Director from the Company and/or any of its subsidiary companies, for each financial year, and
- iii. Any annual one-time payout / bonus, including statutory payments

**RESOLVED FURTHER THAT** the remuneration payable to Dr. Anwar Daud, Managing Director (DIN: 00023529) for each year shall be determined by the Board of Directors, in consultation with the Nomination and Remuneration Committee, from time to time, subject to the overall limits as approved by the Members in the above-mentioned resolution.

**RESOLVED FURTHER THAT** except the aforesaid revision in the remuneration structure, all other terms and conditions with respect to the remuneration of Dr. Anwar Daud, Managing Director (DIN: 00023529) shall remain the same as approved by the Members of the Company at the Extraordinary General Meeting held on 29th June, 2022, and the said terms and conditions shall continue to apply mutatis mutandis.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and Board of Directors of the Company be and is hereby authorised to do all the acts and take all such steps, actions and decisions as may be necessary or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard including sub-delegation of the said authorisations to the Company Secretary."

### Item No. 2 - To approve the revision in remuneration structure and payment of remuneration to Mr. Zulfikar Kamal, Whole-Time Director (DIN: 01786763) 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 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto and the Rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded for revision in the remuneration structure of **Mr. Zulfikar Kamal, Whole-Time Director (DIN: 01786763)** of the Company, till the expiry of his current term i.e. till 18th October, 2027, as mentioned below:

- i. Fixed remuneration - up to ₹02.50 Crores (Rupees Two Crores Fifty Lakhs only) per annum,
- ii. Performance Linked Incentive (PLI)/Variable Pay - up to 25% of the aggregate of the Fixed Salary being drawn by the Director from the Company and/or any of its subsidiary companies, for each financial year, and
- iii. any annual one-time payout / bonus, including statutory payments

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Zulfikar Kamal, Whole-Time Director (DIN: 01786763) for each year shall be determined by the Board of Directors, in consultation with the Nomination and Remuneration Committee, from time to time, subject to the overall limits as approved by the Members in the above-mentioned resolution.

**RESOLVED FURTHER THAT** except the aforesaid revision in the remuneration structure, all other terms and conditions with respect to the remuneration of Mr. Zulfikar Kamal, Whole-Time Director (DIN: 01786763) shall remain the same as approved by the Members of the Company at the Extraordinary General Meeting held on 29th June, 2022, and the said terms and conditions shall continue to apply mutatis mutandis.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and Board of Directors of the Company be and is hereby authorised to do all the acts and take all such steps, actions and decisions as may be necessary or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard including sub-delegation of the said authorisations to the Company Secretary.

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

(Piyush Nikhade)

Company Secretary

Membership No.: A38972

Place: Nagpur  
Date: 02<sup>nd</sup> July, 2026

#### 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 Agents ("RTA") as on Friday, 03rd July, 2026 ("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

- 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](http://www.zimlab.in), websites of the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [cs@zimlab.in](mailto: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.
- 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 resolution as set forth in point no. 9 of this Notice.
- 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.
- The remote e-voting period commences from 9:00 a.m. (IST) on Monday, 13th July, 2026, and ends at 5:00 p.m. (IST) on Tuesday, 11th August, 2026. 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.
- 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., Tuesday, 11th August, 2026.
- 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Individual Shareholders holding securities in demat mode with NSDL</b> | <p><b>A. OTP based login:</b></p> <ol style="list-style-type: none"> <li>Click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a></li> <li>You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP.</li> <li>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>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</li> </ol> <p><b>B. NSDL IDeAS Facility</b></p> <p>If you are already registered for NSDL IDeAS facility, follow the below steps:</p> <ol style="list-style-type: none"> <li>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>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>A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see voting services under Value added services.</li> <li>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.</li> <li>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 evoting period.</li> </ol> <p>If you are not registered for IDeAS Facility, follow the below steps:</p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL and follow steps given above in points 1-5.</li> <li>Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL and follow steps given above in points 1-5.</li> </ol> |

| Type of shareholders                                                      | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                           | <p>f. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>g. Visit the e-Voting website of NSDL and follow steps given above in points 1-5.</p> <p><b>C. e-voting website of NSDL</b></p> <p>1. Open web browser and type the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</p> <p>2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>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.</p> <p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div> |
| <b>Individual Shareholders holding securities in demat mode with CDSL</b> | <p>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 you're existing Myeasi username &amp; password.</p> <p>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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

| Type of shareholders                                                                                          | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |            |                  |                                                                             |                                                                                                                                                                         |                                                                    |                                                                                                                                                                                                                            |
|---------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------------|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                               | <p>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.</p> <p>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.</p>                                               |            |                  |                                                                             |                                                                                                                                                                         |                                                                    |                                                                                                                                                                                                                            |
| <b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b> | <p>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.</p> <p>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.</p> <p>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.</p>                                                                                                                                                                                                                                          |            |                  |                                                                             |                                                                                                                                                                         |                                                                    |                                                                                                                                                                                                                            |
|                                                                                                               | <p><b>Important note:</b> 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</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |            |                  |                                                                             |                                                                                                                                                                         |                                                                    |                                                                                                                                                                                                                            |
|                                                                                                               | <p><b>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., NSDL and CDSL</b></p> <table> <tr> <th>Login type</th><th>Helpdesk details</th></tr> <tr> <td>Individual Shareholders holding securities in sending demat mode with NSDL.</td><td>Members facing any technical issue in login can contact NSDL helpdesk by a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</td></tr> <tr> <td>Individual Shareholders holding securities in demat mode with CDSL</td><td>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</td></tr> </table> | Login type | Helpdesk details | Individual Shareholders holding securities in sending demat mode with NSDL. | Members facing any technical issue in login can contact NSDL helpdesk by 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 |
| Login type                                                                                                    | Helpdesk details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |            |                  |                                                                             |                                                                                                                                                                         |                                                                    |                                                                                                                                                                                                                            |
| Individual Shareholders holding securities in sending demat mode with NSDL.                                   | Members facing any technical issue in login can contact NSDL helpdesk by 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |            |                  |                                                                             |                                                                                                                                                                         |                                                                    |                                                                                                                                                                                                                            |
|                                                                                                               | <p><b>B. Login Method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</b></p> <p><b>How to Log-in to NSDL e-Voting website?</b></p> <p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</p>                                                                                                                                                                                                                                                                                                                                                                                       |            |                  |                                                                             |                                                                                                                                                                         |                                                                    |                                                                                                                                                                                                                            |

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<br><br>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<br><br>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 Form<br><br>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'?
    1. 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 'User ID' and your 'initial password'.
    2. 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 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](mailto:csroshnijethani@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 <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](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@zimlab.in](mailto:cs@zimlab.in)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@zimlab.in](mailto:cs@zimlab.in)

3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

4. 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.

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.

**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 & 2:**

Dr. Anwar Daud, Managing Director (DIN: 00023529), and Mr. Zulfiquar Kamal, Whole Time Director (DIN: 01786763), have been playing a pivotal role in the growth, strategic direction and operational management of the Company.

Dr. Anwar Daud, as Managing Director, continues to provide strategic leadership for the Company's overall operations, growth initiatives and business expansion, while driving long-term value creation and strengthening the Company's presence across domestic and international markets. Further, Mr. Zulfiquar Kamal, Whole-Time Director, has played a pivotal role in strengthening the Company's financial discipline, commercial operations and operational efficiency. His role has also expanded significantly to include overseas operations, international business development, strategic governance and global business expansion, resulting in an increase in the scope of his responsibilities.

The existing fixed remuneration structure approved by the Members provides for a remuneration range with specified minimum and maximum limits. It is now proposed to remove the

lower limit of the remuneration range while retaining the existing maximum limit, in order to simplify the remuneration structure.

Further, the Members are informed that the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings, have approved a revised methodology for determining the Performance Linked Incentive (PLI) Potential/variable pay applicable to the Managing Director and Whole-Time Directors. Accordingly, it is proposed to revise the variable pay component of Dr. Anwar Daud, Managing Director, and Mr. Zulfiquar Kamal, Whole-Time Director, in line with the revised performance evaluation and incentive framework. The proposed revision is intended to bring greater consistency, transparency and alignment in the remuneration structure of the Executive Directors. All other terms and conditions governing their remuneration shall remain unchanged.

Dr. Anwar Daud, Managing Director and Mr. Zulfiquar Kamal, Whole Time Director will be entitled to receive remuneration (Fixed and Variable Pay) and such other sum annually as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, within the limits approved by the members.

The remuneration may include one-time payouts/bonus, if any, and contributions towards Provident Fund, Pension Fund and Superannuation Fund in accordance with the Company's policies and the applicable statutory provisions. For the purpose of Gratuity, Provident Fund, Pension Fund, Superannuation Fund and other similar retiral benefits, the services of Dr. Anwar Daud, Director and Mr. Zulfiquar Kamal, Whole Time Director shall be treated as continuous from their respective dates of joining the Company.

The Company has obtained approval of the Members at the 42nd Annual General Meeting held on 29th June, 2026 pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 for payment of remuneration to the Managing Director and Whole-Time Directors and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable. The approval sought pursuant to the present resolution shall be read in conjunction with the aforesaid approval obtained by the Company in the said Annual General Meeting.

Except for Dr. Anwar Daud, Managing Director and Mr. Zulfiquar Kamal, Whole Time Director and their relatives, to the extent of their shareholding, if any, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolutions set out at Item No. 1 & 2 of Postal Ballot Notice.

The Board of Directors of your Company recommends the Resolutions set out at Item No. 1 & 2 for the approval of the Members as Special resolution.

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

**(Piyush Nikhade)**

Company Secretary

Membership No.: A38972

Place: Nagpur  
Date: 02<sup>nd</sup> July, 2026