

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of Zenotech Laboratories Limited (the Company) will be held on Saturday, September 23, 2017 at 10:00 A.M. at Aalankrita Resorts, Thumkunta Village, Karimnagar Main Road, Shameerpet Mandal,, R. R. District, Telangana – 500 078, India, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Azadar Hussain Khan (DIN: 01219312), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. To ratify the appointment of statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) pursuant to the recommendations of the Audit Committee and the Board of Directors and pursuant to the resolution passed by the members at the 26th Annual General Meeting held on September 28, 2015, the appointment of M/s. PKF Sridhar & Santhanam LLP (Firm registration number- 003990S/S 200018) Chartered Accountants, Hyderabad, as the statutory auditors of the Company to hold office from the conclusion of this 28th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018, as per the recommendation of the Audit Committee.”

Special Business:

4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘the SEBI (LODR) Regulations, 2015), including any statutory modification(s) or re-enactment thereof for the time being in force, approval/ ratification of the shareholders of the Company be and is hereby accorded for transactions entered /to be entered with Sun Pharmaceutical Industries Limited, a ‘Related Party’ as defined under the provisions of Regulation 2(zb) of the SEBI (LODR) Regulations, 2015 and Section 2(76) of the Companies Act, 2013, including transactions entered prior to the date of notification of SEBI (LODR) Regulations, 2015 in terms of Regulation 23(8) of SEBI (LODR) Regulations, 2015, which are existing and material in nature and undertaken on the terms and conditions as agreed upon between the Company and Sun Pharmaceutical Industries Limited for the purposes as set out in the explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution as may be deemed necessary in the best interest of the Company.”

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules prescribed thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force, a document may be served on any member of the Company by sending it by post, by registered post, by speed post, by electronic mode or any other mode as may be prescribed, consent of the members of the Company be and is hereby accorded to charge from a member such fees in advance, equivalent to the estimated actual expenses of delivery of the documents delivered through aforesaid mode of service or through such particular mode of service as requested by a member provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of documents by the Company to the member.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place : Mumbai
Date : August 10, 2017

Abdul Gafoor Mohammad
Company Secretary & Compliance Officer

Registered Office:

Survey No.250-252, Turkapally Village, Shameerpet Mandal,
Ranga Reddy District, Hyderabad, Telangana-500 078
CIN: L27100AP1989PLC010122,

Telephone Nos. : +91 040-23480430/0435, +91 90320 44584/585/586, Fax No. : +91 040-23480429
E-mail: abdul.gafoor@zenotech.co.in Website: www.zenotechlab.com

Notes:

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to Special Business is annexed hereto.
2. **A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. The instrument appointing proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Details as required in sub-regulation (3) of Regulation 36 of the SEBI LODR Regulations and Secretarial Standard-2 (SS-2) in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ reappointment.
4. In case of Joint Holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per Register of members will be entitled to vote.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the resolution of the Board of Directors or there governing body of the body corporate authorizing their representative(s) to attend along with specimen signature of authorized representative(s) and vote on their behalf at the Meeting.
6. Members/proxies/Authorized representative(s) are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013 will be available for inspection at the AGM.
9. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act 2013 will be available for inspection at the AGM.
10. The Register of Members and Transfer Books of the Company will be closed from Saturday, September 16, 2017 to Saturday, September 23, 2017 (both days inclusive) in connection with the Annual General Meeting to be held on Saturday, September 23, 2017.
11. Shareholders holding shares in physical form are requested to notify any change of their addresses timely to the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited (Unit: Zenotech Laboratories Limited), Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad 500 008, Telangana. For members holding shares in electronic form, intimation needs to be made to the respective Depository Participant and not to the Company or the Registrar.
12. Members seeking any information with regard to accounts are requested to write to the Company at least seven (7) days before the Meeting.
13. The annual report for the financial year 2016-17 is being sent through electronic mode only to those shareholders, whose email addresses are registered with the Company /depository participants. The annual report is also available on our website, i.e. www.zenotechlab.com. The physical copy of the annual report is being sent to those members who have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2016-17 upon sending a request to the Company.

Members, who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses to receive all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic mode in lieu of physical copy (in order to save usage of paper)

 - in respect of electronic shareholding – through their respective Depository Participants;
 - in respect of physical shareholding – by sending a request to the Company's Share Transfer Agent, mentioning therein their folio number and e-mail address.
14. All the documents referred to in the Notice and explanatory statement are open for inspection by the members at the Registered Office of the Company during office hours on all working days except public holidays, between 11.00 A.M. and 3.00 P.M. up to the date of the Annual General Meeting.

15. Remote e-voting:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, substituted by Companies (Management and Administration) Amendment Rules 2015, and Regulation 44 of the SEBI (LODR) Regulations 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the shareholders the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through remote e-voting services provided by Karvy Computershare Private Limited.

- a) The facility for voting through poll will also be made available at the AGM and the members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their right at the AGM through poll. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not entitle to cast their votes again. The instruction for remote e-voting is annexed to the Notice.
- b) The Board of Directors of the Company has appointed Mr. Mahadev Tirunagari, Practicing Company Secretary as Scrutinizer to scrutinise the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 16, 2017.
- d) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 16, 2017, shall be entitled to avail the facility of remote e-voting / Poll.
- e) The remote e-voting facility will be available during the following period and shall be disabled by Karvy upon expiry of period: Commencement of remote e-voting : From 9.00 AM (IST) on September 20, 2017 End of remote e-voting : Up to 5.00 p.m. (IST) on September 22, 2017.
- f) The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.zenotechlab.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- g) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 23, 2017.

16. Process for remote e-voting:

- A. The Company has made arrangements with Karvy Computershare Private Limited for facilitating remote e-voting to enable the Shareholders to cast their vote electronically. [for members whose e-mail addresses are registered with the Company / Depository] Participant(s):
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email: mahadev.pcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format " Corporate Name_Event No."
- B. In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password are provided in the AGM Notice form.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- Voting at AGM:** The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.
- A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Rajeev Kumar, Deputy Manager, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 - 6716 1524 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on September 20, 2017 (9.00 A.M. IST) and ends on September 22, 2017 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16, 2017, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. September 16, 2017.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cutoff date for E-voting i.e., September 16, 2017, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL:
MYEPWD <space> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - iii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iv. Member may call Karvy's toll free number 1800-3454-001.
 - v. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item no. 4: To approve the material Related Party Transactions with Sun Pharmaceutical Industries Limited

Since the financial years ended March 31, 2015, 2016 and 2017, the Company has made the following transactions with Sun Pharmaceutical Industries Limited "SPIL", being a promoter and holder of 57.56% of the share capital of the Company is a 'Related Party' within the meaning of Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(Amount in Rs.)

Sales	7,12,50,685
Conversion Charges	3,27,17,667
Short-term borrowings taken	7,45,09,340
Interest on Short-term borrowings	20,21,77,467
Trade advance received	22,44,75,455
Reimbursement of Expenses	54,64,625
Total	61,05,95,239

The business of the Company depends majorly on Sun Pharmaceutical Industries Limited (SPIL) for marketing its product through their wide network spread across many countries.

The aforesaid transactions entered were on arm's length basis and in ordinary course of business as approved by the Audit Committee and the Board of Directors of the Company and have exceeded the threshold limit of 'materiality' as per Regulation 23(4) of SEBI (LODR) Regulations and related party transaction policy of the Company since the financial year 2014-15.

Pursuant to the provisions of Regulation 23(4) of SEBI (LODR) Regulations, 2015 all material Related Party Transactions require approval of the shareholders through Ordinary Resolution in which the concerned related parties are required to abstain from voting on such resolution.

The aforesaid material related party transactions with SPIL were put forth for ratification by the members of the Company at the Annual General Meeting of the Company held on 28th September 2015 and 24th September, 2016 for the financial years ended 31st March, 2015 and 31st March, 2016 respectively. However, the same could not be passed due to insufficient votes for requisite majority.

Thus, the transactions would require the approval of the members by way of an Ordinary Resolution.

It is therefore, in the interest of the Company, to continue working with SPIL. The Board, therefore, recommends the Ordinary Resolution set out in Item No. 4 of the Notice for the approval of the members.

Pursuant to the applicable provisions of the above said regulations, Mr. Azadar Hussain Khan and their relatives are deemed to be interested in the SPIL, since it is an investing Company of Zenotech Laboratories Limited, in which Mr. Azadar Hussain Khan is an employee of SPIL. Other than Mr. Azadar Hussain Khan and their relatives, none of the other Directors or Key Managerial Persons or their relatives are concerned or interested financially or otherwise in the proposed resolution.

Item No. 5: To approve the service of documents on members

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on August 10, 2017 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board commends the Ordinary Resolution as set out at item No. 5 of the accompanying Notice for approval of the Members.

ZENOTECH LABORATORIES LTD.

CIN: L27100AP1989PLC010122

Survey No. 250-252 , Turkapally Village, Shameerpet Mandal,
Ranga Reddy District, Hyderabad-Telangana-500 078

Telephone Nos. : +91 40 2348 0430/0435, +91 90320 44584/585/586

Fax No. : +91 40 2348 0429, E-mail: abdul.gafoor@zenotech.co.in, Website: www.zenotechlab.com

28TH ANNUAL GENERAL MEETING 2016-17

ATTENDANCE SLIP

Folio No./DP ID and Client ID*:	
------------------------------------	--

No. of Shares:	
-------------------	--

Name and address of
First / Sole Member:

I/We, hereby record my/our presence at the 28th Annual General Meeting of the members of Zenotech Laboratories Limited held on Saturday, September 23, 2017 at 10:00 am at Aalankrita Resorts, Thumkunta Village, Karimnagar Main Road, Shameerpet Mandal, R. R. District, Telangana – 500 078 and at every adjournment thereof.

Name of the Member/Proxy
(Block Letters)

Signature of the Member/Proxy

*Applicable for Investors holding shares in electronic form.

Note:

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed at the registration counter.
2. No gifts will be given.
3. Shareholder/Proxy should bring his/her copy of the Annual Report.

Route Map to Aalankrita Resorts

Thumkunta



Venue

Aalankrita Resorts, Thumkunta Village,
Karimnagar Main Road, Shameerpet Mandal,
R. R. District, Telangana – 500 078, India.

ZENOTECH LABORATORIES LTD.

CIN: L27100AP1989PLC010122

Survey No. 250-252 , Turkapally Village, Shameerpet Mandal,

Ranga Reddy District, Hyderabad-Telangana-500 078

Telephone Nos. : +91 40 2348 0430/0435, +91 90320 44584/585/586

Fax No. : +91 40 2348 0429, E-mail: abdul.gafoor@zenotech.co.in, Website: www.zenotechlab.com

Form No. MGT-11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered Address _____

E-mail ID: _____ Folio No./Client ID: _____ DP ID: _____

I/We, being member(s) of Zenotech Laboratories Ltd., holding _____ shares of the Company, hereby appoint:

1. Name : _____

Address : _____

E-mail Id : _____ Signature _____ Or failing him/her

2. Name : _____

Address : _____

E-mail Id : _____ Signature _____ Or failing him/her

3. Name : _____

Address : _____

E-mail Id : _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be held on September 23, 2017 at 10:00 a.m at Aalankrita Resorts, Thumkunta Village, Karimnagar Main Road, Shameerpet, Mandal, R.R. District, Telangana-500078 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item Nos.	Resolutions		Vote [see note (c)] (Please mention no. of shares)		
			For	Against	Abstain
1.	To receive, consider and adopt the audited Financial Statements of the Company for the Financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon	Ordinary Resolution			
2.	To re-appoint Mr. Azadar Hussain Khan (DIN: 01219312), who retires by rotation and being eligible, offers himself for re-appointment as a Director.	Ordinary Resolution			
3.	To ratify the appointment of statutory auditors of the Company, and to fix their remuneration	Ordinary Resolution			
4.	To approve the material Related Party Transactions with Sun Pharmaceutical Industries Limited.	Ordinary Resolution			
5.	To seek approval for service of documents on members	Ordinary Resolution			

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Signature of Proxyholder(s) _____

Notes:

- Proxy need not be a member of the Company.
- This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.

Affix
Revenue
Stamp