

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Thirtieth Annual General Meeting** of the members of **Zenotech Laboratories Limited** will be held on **Saturday, September 21, 2019 at 10:00 A.M.** at Aalankrita Resorts, Thumkunta Village, Karimnagar Main Road, Shameerpet Mandal, Telangana State – 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, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Azadar Husain Khan (DIN: 01219312), who retires by rotation and being eligible, offers himself for re-appointment.

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

Place: Mumbai

Abdul Gafoor Mohammad

Date: May 18, 2019

Company Secretary & Compliance Officer

### Registered Office:

Survey No.250-252, Turkapally Village,  
Shameerpet Mandal,  
Hyderabad – 500 078, Telangana State  
CIN: L27100AP1989PLC010122  
Telephone Nos. : +91 9032044584/585/586  
Fax No. : +91 040-23480429  
E-mail: info@zenotech.co.in  
Website: www.zenotechlab.com

### Notes:

1. **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.**
2. 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. M/s. PKF Sridhar & Santhanam LLP (Firm registration number- 003990S/S 200018) Chartered Accountants, Hyderabad were appointed as the Statutory Auditors of the Company at the 26<sup>th</sup> Annual General Meeting of the Company held on September 28, 2015.  
  
Pursuant to Notification issued by the Ministry of Corporate Affairs on May 7, 2018, amending Section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting (AGM) has been omitted, and hence the Company is not proposing the item on ratification of appointment of Statutory Auditors at this AGM.
4. In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 brief resume of the Directors seeking appointment/ re-appointment at the Annual General Meeting (AGM) are given in the annexure to this Notice.
5. 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.
6. Corporate members intending to send their authorised representatives are requested to send duly certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Annual General Meeting (AGM).
7. Members/proxies/Authorised Representative(s) are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the meeting.

8. 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.
9. 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.
10. 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.
11. The Register of Members and Share Transfer Books of the Company will be closed from September 14, 2019 to September 21, 2019 (both days inclusive) in connection with the Annual General Meeting to be held on September 21, 2019.
12. 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 Fintech Private Limited (Unit: Zenotech Laboratories Limited), Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad – 500 032, Telangana State. 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.
13. Members seeking any information with regard to the financial statements are requested to write to the Company at least seven (7) days before the AGM so as to enable the management to keep the information ready at the AGM.
14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or the Registrar and Share Transfer Agent, Karvy Fintech Private Limited for assistance in this regard.
15. To support the 'Green Initiative', Members who have not registered their email ids so far are requested to register their email ids for receiving all communication(s) including Annual Report, Notices etc from the Company in electronic form.
16. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account details. Members holding shares in electronic form are therefore requested to submit the PAN and Bank account details to their DPs with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to Karvy Fintech Private Limited.
17. Relevant documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
18. The Company has paid the Listing Fee for the financial year 2019-20 to the Stock Exchange where equity shares of the Company are listed.
19. **Remote e-voting** : In compliance with the provisions of Section 108 of the Companies Act, 2013 and read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and revised Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited, on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
  - 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 14, 2019.
  - 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 14, 2019, 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: Commencement of remote e-voting: From 9:00 AM (IST) on September 18, 2019 End of remote e-voting: Up to 5:00 PM (IST) on September 20, 2019. The remote e-voting shall be disabled by Karvy upon expiry of the aforesaid-voting period.
  - f) The Scrutinizer, after scrutinizing 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](http://www.zenotechlab.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchange.

- 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 21, 2019.

**20. Process for remote e-voting:**

- A. The Company has made arrangements with Karvy Fintech 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](mailto:mahadev.pcs@gmail.com) with a copy marked to [evoting@karvy.com](mailto: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 Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) 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 18, 2019 (9.00 A.M. IST) and ends on September 20, 2019 (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 14, 2019, 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 14, 2019.
- 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 14, 2019, 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
  - ii. 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.
  - iii. Member may call Karvy's toll free number 1800-3454-001.
  - iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

**Profile of Directors being appointed**

As required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the particulars of Directors who are proposed to be appointed/re-appointed are given below:

|   |   |
|---|---|
| Particulars/Name                        | <b>Dr. Azadar Husain Khan</b>   |
| Director Identification Number (DIN):   | 01219312  |
| Date of Birth:                          | 61 Years : 16.10.1958   |
| Date of first Appointment on the Board: | 25.08.2015  |
| Qualification:                          | He has been conferred Honorary Doctoral Awards (Honoris Causa) in the field of Management, by the Governing Council of Confederation of International Accreditation Commission in affiliation with KEISIE International University-KIU, South Korea. He holds a Post Graduate Diploma in Psychological Counselling and Master's Degree of Science in Counselling and Psychotherapy from Institute of Psychotherapy and Management Sciences. |

|  |   |
|--|---|
| Particulars/Name   | <b>Dr. Azadar Husain Khan</b>   |
| Expertise in specific functional areas:  | HR Function, Corporate Relations, India Regulatory affairs, Clinical Research function for launch of products in Indian market. |
| Directorship held in other companies (excluding foreign companies & Section 8 companies):  | Nimbua Greenfield (Punjab) Limited  |
| Membership/Chairmanships of Committees of other public Companies(includes only Audit Committee and Stakeholders Relationship Committee): | Nil   |
| No. of equity shares held in the Company as on March 31, 2019:   | Nil   |
| Relationship with Other Directors and Key Managerial Personnel of the Company:   | N.A.  |

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

Place: Mumbai  
 Date: May 18, 2019

Abdul Gafoor Mohammad  
 Company Secretary & Compliance Officer

**Registered Office:**

Survey No.250-252, Turkapally Village,  
 Shameerpet Mandal,  
 Hyderabad – 500 078, Telangana State  
 CIN: L27100AP1989PLC010122  
 Telephone Nos. : +91 9032044584/585/586  
 Fax No. : +91 040-23480429  
 E-mail: info@zenotech.co.in  
 Website: www.zenotechlab.com



**ZENOTECH LABORATORIES LTD.**

CIN: L27100AP1989PLC010122

Survey No. 250-252 , Turkapally Village, Shameerpet Mandal,  
Hyderabad-500 078 Telangana State

Telephone Nos. : +91 90320 44584/585/586

Fax No. : +91 40 2348 0429, E-mail: [info@zenotech.co.in](mailto:info@zenotech.co.in), Website: [www.zenotechlab.com](http://www.zenotechlab.com)

**30<sup>TH</sup> ANNUAL GENERAL MEETING 2018-19**

**ATTENDANCE SLIP**

|                                    |  |
|------------------------------------|--|
| Folio No./DP ID<br>and Client ID*: |  |
|------------------------------------|--|

|                   |  |
|-------------------|--|
| No. of<br>Shares: |  |
|-------------------|--|

Name and address of  
First / Sole Member:


I/We, hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of the members of Zenotech Laboratories Limited held on Saturday, September 21, 2019 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.
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## Route Map to Aalankrita Resorts Thumkunta

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### Venue

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

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# ZENOTECH LABORATORIES LTD.

CIN: L27100AP1989PLC010122

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

Hyderabad-500 078 Telangana State

Telephone Nos. : +91 90320 44584/585/586

Fax No. : +91 40 2348 0429, E-mail: info@zenotech.co.in, Website: [www.zenotechlab.com](http://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 30<sup>th</sup> Annual General Meeting of the members of Zenotech Laboratories Limited will be held on Saturday, September 21, 2019 at 10:00 A.M. at Aalankrita Resorts, Thumkunta Village, Karimnagar Main Road, Shameerpet Mandal, R. R. District, Telangana State – 500 078, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item Nos. | Resolutions   | Vote [see note (c)<br>(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, 2019 and the Reports of the Board of Directors and Auditors thereon | Ordinary Resolution                                  |         |         |
| 2.        | To appoint a Director in place of Dr. Azadar Husain Khan (DIN: 01219312), who retires by rotation and being eligible, offers himself for re-appointment.                                  | Ordinary Resolution                                  |         |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxyholder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

### 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.