



**zenotech**

CIN: L27100TG1989PLC010122

**ZENOTECH LABORATORIES LIMITED**

**Registered Office & Factory:**

Survey No.250 -252

Turkapally Village

Shamirpet Mandal

Hyderabad - 500 078 T.S., India.

Tel: +91 90320 44584/ 585

Email: info@zenotech.co.in

www.zenotechlab.com

Date: May 20, 2022

To

**BSE Limited**

Market Operations Dept.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Scrip Code: 532039**

Dear Sir/ Ma'am,

**Sub: Notice of Postal Ballot**

**Ref: Our Letter dated April 29, 2022**

Pursuant to the Regulation 30 read with Part-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed **Notice of Postal Ballot** dated April 29, 2022, sent to the members for seeking their approval by means of postal ballot through remote e-voting on the following business item:

#	Description of Resolution	Type of Resolution
1.	Reclassification of Daiichi Sankyo Company Limited from 'Promoter' category to 'Public' category	Ordinary Resolution

Date of events relevant to Postal Ballot are as follows:

#	Particulars	Dates
1.	Date of Completion of dispatch of Notice (by electronic means) to Members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, May 13, 2022	Friday, May 20, 2022
2.	Date of Commencement of e-Voting	Monday, May 23, 2022 at 9:00 am
3.	Date of Ending of e-Voting	Tuesday, June 21, 2022 at 5:00 pm
4.	Results of Postal Ballot	On or before Thursday, June 23, 2022

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Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at [www.zenotechlab.com](http://www.zenotechlab.com) and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

This is for your information and records.

Thanking you,

Yours faithfully,  
For **Zenotech Laboratories Limited**

*Abdul Gafoor Mohammad*

Abdul Gafoor Mohammad  
Company Secretary & Compliance Officer



Encl: as above

**ZENOTECH LABORATORIES LIMITED**

CIN: L27100TG1989PLC010122

Registered Office: Survey No. 250-252, Turkapally Village, Shamirpet Mandal,

Hyderabad – 500 078, Telangana State

Phone No. +91-90320 44584/585/586

Website: www.zenotechlab.com Email id: info@zenotech.co.in

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

Dear Members,

**NOTICE** is hereby given to the Members of the Company, pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) including any amendment(s) thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”), General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (“**General Circulars**”) issued by the Ministry of Corporate Affairs (the “**MCA**”) and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable provisions, if any, that the Resolution as set out in this Notice is proposed for approval by the Members of the Company by means of Postal Ballot only by voting through electronic means (“**remote e-voting**”).

In view of the extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring Members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

Further, in terms of the General Circulars, the Company shall send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depositories/ depository participants and the communication of assent / dissent of the Members shall only take place through remote e-voting system provided by the Company. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The proposed Resolution and Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the proposed resolution is annexed hereto for your consideration.

**Scrutinizer for conducting the Postal Ballot**

The Board of Directors, pursuant to Rule 22(5) of the Rules, have appointed Mr. Mahadev Tirunagari (Membership No. FCS: 6681 and CP: 7350), Company Secretary in Practice, as Scrutinizer for conducting the Postal Ballot/ e-voting in accordance with the law and in a fair and transparent manner.

## E-voting

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged KFin Technologies Limited, Registrar and Transfer Agents of the Company (“KFinTech” or “RTA”), as the agency to provide e-voting facility for its Members.

The remote E-voting facility is available at the link: <https://evoting.kfintech.com> and commences from Monday, May 23, 2022 at 09.00 am and concludes on Tuesday, June 21, 2022 at 05.00 pm. E-Voting module shall be disabled by KFinTech for voting thereafter. Members desiring to exercise their votes are requested to carefully read the “Information and Instructions relating to e-voting” provided in the Notes to this Notice.

The Scrutinizer shall submit his Report, in writing, upon completion of scrutiny of e-voting data provided by KFinTech, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/ e-voting shall be announced on or before June 23, 2022 and shall be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited (“Stock Exchange”) where the equity shares of the Company are listed. The results of the Postal Ballot/ e-voting shall also be displayed on the Company’s website at [www.zenotechlab.com](http://www.zenotechlab.com) and on the website of KFinTech: <https://evoting.kfintech.com/>.

### Key details regarding the Postal Ballot/ e-Voting

# Particulars	Details
1) Link for remote e-Voting	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>
2) Scrutinizer Details	Mr. Mahadev Tirunagari (Membership No. FCS: 6681 and CP: 7350), Hyderabad Email ID: <a href="mailto:mahadev.pcs@gmail.com">mahadev.pcs@gmail.com</a>
3) Cut-off date for eligibility for e-Voting	Friday, May 13, 2022
4) Time period for e-voting Starts:	<b>Starts:</b> Monday, May 23, 2022 at 9:00 am <b>Ends:</b> Tuesday, June 21, 2022 at 5:00 pm
5) Link for Members to temporarily update e-mail address	<a href="https://ris.kfintech.com/clientservices/postalballot/registration.aspx">https://ris.kfintech.com/clientservices/postalballot/registration.aspx</a>
6) Last date for publishing results of the e-Voting	on or before June 23, 2022
7) In case of any grievances or queries contact	Mr. Rajeev Kumar, Deputy Manager KFin Technologies Limited E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; Toll Free No.: 1800 309 4001

## RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT

### SPECIAL BUSINESS:

**Item No.1: Reclassification of Daiichi Sankyo Company Limited from ‘Promoter’ category to ‘Public’ category:**

**To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) (“Stock Exchange”) and such other approvals as may be necessary and in accordance with the recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of Daiichi Sankyo Company Limited from ‘Promoter’ category to ‘Public’ category.

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to intimate Stock Exchange post Members’ approval and to submit a reclassification application to the Stock Exchange within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified by any Director or the Company Secretary & Compliance Officer of the Company be provided to the concerned persons/ authorities as may be necessary.”

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

Sd/-

Abdul Gafoor Mohammad  
Company Secretary & Compliance Officer

Place: Hyderabad  
Date: April 29, 2022

### **Registered Office:**

Zenotech Laboratories Limited  
Survey No.250-252, Turkapally Village,  
Shamirpet Mandal,  
Hyderabad – 500 078, Telangana State  
CIN: L27100TG1989PLC010122  
Tel No. +91 9032044584/585/586  
Email: [info@zenotech.co.in](mailto:info@zenotech.co.in)  
Website: [www.zenotechlab.com](http://www.zenotechlab.com)

**Notes:**

1. An Explanatory Statement pursuant to Section 102(1) of the Act, setting out all material facts and reasons relating to the proposed resolution is annexed hereto and forms part of this Postal Ballot Notice.
2. The Notice is being sent to the members of the Company only through electronic mode whose names appear in the Register of Members/List of Beneficial Owners and who have registered their e-mail addresses with the Company /Registrar and Transfer Agent of the Company/Depositories/Depository Participants as on Friday, May 13, 2022 (“the **cut-off date**”). The notice is also available on the website of the Company at [www.zenotechlab.com](http://www.zenotechlab.com), KFin Technologies Limited (formerly known as KFin Technologies Private Limited) <https://evoting.kfintech.com> and on the website of BSE at [www.bseindia.com](http://www.bseindia.com).
3. If e-mail address is not registered with the Company/Registrar and Transfer Agent of the Company/Depositories, please follow the following procedure for registration of email address and for receipt of login ID and password for e-voting:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - b) Members holding shares in dematerialised mode are requested to register / update email addresses with their respective Depository Participant.

After successful registration of the e-mail address, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the member. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [abdul.gafoor@zenotech.co.in](mailto:abdul.gafoor@zenotech.co.in).
4. Pursuant to the provisions of Section 108 & 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to all Members in respect of the business to be transacted through Postal Ballot. The Company has engaged the services of KFin Technologies Limited (“KFinTech”) to provide remote e-voting facility to Members. Instructions for remote e-voting are provided herein below at point no. 17.
5. Voting rights shall be reckoned on the paid-up value of the Equity shares registered in the name of Member / Beneficial Owner (in case of electronic shareholding) as on the Cut-off date.
6. During the e-voting period, Members can login to <https://evoting.kfintech.com> any number of times till they have voted on the resolution. Once the vote on the resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.



7. The e-voting period shall commence on **Monday, May 23, 2022 at 9:00 am (IST) and ends on Tuesday, June 21, 2022 till 5:00 pm (IST)**. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KFintech thereafter. A person who is not a shareholder on the cut-off date should treat this notice for information purpose only.
8. The details of voting by e-voting shall be under safe custody of the scrutinizer till the Chairman consider, approve and sign the results of the voting.
9. The Scrutinizer will after the conclusion of voting through e-voting, unlock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit his report to the Chairman of the Company or in his absence, to the person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results of the Postal ballot would be announced by the Chairman or any other Director / authorized person of the Company on or before Thursday, June 23, 2022 and shall be displayed on the notice board of the Company at its Registered Office besides being communicated to Stock Exchange. The results will also be displayed on the website of the Company at [www.zenotechlab.com](http://www.zenotechlab.com) and on the website of the E-Voting agency at <https://evoting.kfintech.com> for the information of the member(s).
10. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until the last date of remote e-voting. Members seeking to inspect such documents can send an email to [abdul.gafoor@zenotech.co.in](mailto:abdul.gafoor@zenotech.co.in).
11. A Member cannot exercise his/her vote by proxy on postal ballot.
12. 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.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
14. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).
15. Members may download the Notice from the Company's website at [www.zenotechlab.com](http://www.zenotechlab.com) or from RTA/E-Voting agency's website at <https://evoting.kfintech.com>. A Copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com).

16. Resolution passed by the Members through e-voting is deemed to have been passed as if it has been passed at a General Meeting of the Members. The Resolution, once passed by requisite majority, will be deemed to be passed on the last date of e-voting i.e., June 21, 2022.

**17. Voting Through Electronic Means (E-Voting):**

**The ‘Step by Step’ procedure, Instructions and other information for casting your vote electronically through e-voting are as under:**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of 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 e-Voting services provided by KFinTech, on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. 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”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The E-Voting facility will be available during the following period:
  - Commencement: 09:00 a.m. (IST) on Monday, May 23, 2022
  - Ends: 05.00 p.m. (IST) on Tuesday, June 21, 2022.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFinTech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 1).
- viii. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 2).
- ix. The details of the process and manner for remote e-Voting are explained herein below:







Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

**I) [Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)**

Type of Member	Login Method
<p><u>Individual Members holding securities in demat mode with NSDL</u></p>	<p><b>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-services of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer website or on a mobile.</li> <li>ii. On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter enter the existing user ID and password.</li> <li>iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on 'Access to e-voting' under e-voting services, after which the e-voting page will be displayed.</li> <li>iv. Click on company name i.e. 'Zenotech Laboratories Limited or KFintech.</li> <li>v. Members will be re-directed to KFintech's website for casting their vote during the remote e-voting period.</li> </ol> <p><b>2. Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>ii. Select 'Register Online Ideas 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>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>iv. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on Company name i.e. 'Zenotech Laboratories Limited' or i.e KFintech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li> <li>viii. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
<p><u>Individual Shareholders holding securities in demat mode with CDSL</u></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFIN Technologies</b> where the e- Voting is in progress.</li> </ol>
<p><u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u></p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name or e-Voting service provider – <b>KFinTech</b> and you will be redirected to e-Voting website of <b>KFinTech</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

II) Login method for e-voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.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) **6584** 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 KFintech for e-voting, you can use your existing User ID and password for casting the 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 "EVEN" i.e., 'Zenotech Laboratories Limited - Postal Ballot' and click on "Submit"
- 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.
  - 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., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID, [mahadev.pcs@gmail.com](mailto:mahadev.pcs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Postal Ballot Notice and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

As required by Section 102 and Section 110 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:

### **Item No. 1: Reclassification of Daiichi Sankyo Company Limited from ‘Promoter’ category to ‘Public’ category:**

Daiichi Sankyo Company Limited (“Outgoing Entity” or ‘Daiichi’), one of the Promoters of the Company vide its letter dated March 31, 2022 (“Request Letter”), has requested for reclassification of their status from ‘Promoter’ to ‘Public’ category in compliance with the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Obligations).

Daiichi does not hold any shares in the Company as on date of this Postal Ballot Notice.

#### **Background:**

Daiichi Sankyo Company Limited (“Daiichi”) entered into a Share Purchase Agreement (“SPA”) with Sun Pharmaceutical Industries Limited (“Acquirer”) for sale of Daiichi’s entire shareholding in the Company, i.e. 68,86,500 fully paid-up equity shares of the Company to the Acquirer. Post the completion of the transaction contemplated under the SPA, as on March 30, 2022, the shareholding of Daiichi in the Company is Nil.

#### **Request for reclassification**

Daiichi vide their Request Letter sought reclassification from ‘Promoter’ to ‘Public Category’.

Vide Request Letter, the Outgoing Entity/Daiichi has informed that they are not, directly or indirectly, associated with the business of the Company and do not have any influence over the business and policy decisions made by the Company and they are not involved in the day to day activities of the Company nor are they exercising any control over the affairs of the Company.

Further, the Outgoing Entity/Daiichi has confirmed that it:

- i) does not, hold more than 10% (ten percent) of the total voting rights in the Company — it holds zero shares in the Company;
- ii) does not exercise control over the affairs of the Company, directly or indirectly;
- iii) does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) is not represented on the board of directors of the Company (including through nominee director);
- v) is not acting as a key managerial person in the Company;
- vi) is not ‘willful defaulters’ as per the Reserve Bank of India Guidelines; and
- vii) is not fugitive economic offenders.

Further, the Outgoing Entity has confirmed that subsequent to its reclassification, it shall continue to comply with the provisions of Regulation 31A(4) of the Listing Regulations.

**Impact of exit of Daiichi from Zenotech's Promoters:**

The said transaction has no impact on the overall Promoter Shareholding of Zenotech as Daiichi sold its entire stake in Zenotech to Sun Pharmaceutical Industries Limited, one of the promoters' entity of Zenotech.

Promoter holding in Zenotech continues to be at 68.84% pre and post the said transaction.

**Confirmation by the Company**

As at the date of this Notice, the Company is compliant with the following conditions specified in Regulation 31A(3)(c) of the said Listing Regulations and is accordingly competent to make an application to the Stock Exchange for their approval for re-classification of status of the said Outgoing Promoters to 'Public' shareholder category.

- a) The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- b) The trading in equity shares of the Company have not been suspended by the Stock Exchange where equity shares of the Company are listed;
- c) The Company does not have outstanding dues to the SEBI, Stock Exchange or the Depositories.

**Board's Consideration & Recommendation**

At their meeting held on April 29, 2022, the Board of Directors of the Company analysed the Request Letter received from the Daiichi and the confirmations therein as per the provisions of Regulation 31A of the Listing Regulations.

The Board also considered Company's confirmations in this matter and the impact of the proposed reclassification. Upon perusal of the above, Board of Directors of the Company approved the Reclassification Request of the Outgoing Promoter/Daiichi, subject to approval of the Members and the Stock Exchange.

The above referred Request Letter is available for e-inspection of the Members.

None of the Outgoing Promoter shall vote to approve the reclassification request as prescribed under the Regulations.

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

The Board recommends passing of the proposed resolution as stated in Item No.1 as an Ordinary Resolution and requests Members' approval for the same.

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

Sd/-

Abdul Gafoor Mohammad  
Company Secretary & Compliance Officer

Place: Hyderabad  
Date: April 29, 2022