

# Annual Report 2014 - 15



# ZENOTECH LABORATORIES LTD.

CIN : L27100AP1989PLC010122

## Board of Directors

Jignesh A. Goradia	: Non Executive Director
Kavita R. Shah	: Independent Director
Virendra G. Bhatt	: Independent Director
Azadar Hussain Khan	: Non Executive Director

## Key Managerial Personnel

Dinesh Kapoor	: Chief Executive Officer
Chinmoy Patnaik	: Company Secretary and Head - Legal
Poly K V	: Chief Financial Officer

**Manufacturing facilities & registered office** : Survey No. 250-252, Turkapally Village  
Shameerpet Mandal, Ranga Reddy District  
Hyderabad-Telangana-500 078  
Telephone Nos. : +91 040-23480430/0435  
+91 9032044583/4589  
Fax No. : +91 040-23480429  
E-mail : chinmoy@zenotech.co.in  
Website : www.zenotechlab.com

**Registrar and Transfer Agents** : Karvy Computershare Private Limited  
Karvy Selenium Tower B,  
Plot No. 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Serlingampally,  
Hyderabad-500 008  
Telephone Nos. : 1800-3454-001 (Toll Free)  
E-mail : einward.ris@karvy.com

**Statutory Auditors** : BSR & Associates LLP  
8-2-618/2, Reliance Humsafar, Fourth Floor,  
Road No.11, Banjara Hills, Hyderabad-500 034  
Telephone No. : +91 40 3046 5000

**Secretarial Auditors** : Mr. Mahadev Tirunagari, Company Secretary in Practice,  
Hyderabad, Telephone No. : +91 40 6455 7764

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## Annual General Meeting

11.00 a.m, Monday, September 28, 2015

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

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### **Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

## Notice

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Shareholders of Zenotech Laboratories Limited will be held on Monday, September 28, 2015 at 11 A.M. at Aalankrita Resorts, Thumkunta Village, Karimnagar Main Road, Shameerpet Mandal, R. R. District, Telangana, India - Pin - 500078, to transact the following business:

### Ordinary Business:

1. To adopt the audited Financial Statement of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors' and Auditors' thereon.
2. To appoint statutory auditors of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT, pursuant to the provisions of Section 139 (1), 142 and other applicable provisions of the Companies Act, 2013 and the rules there under, M/s. PKF Sridhar & Santhanam LLP (Firm registration number- 003990S/S 200018) Chartered Accountants, Golden Edifice, 105, 1st floor, D No: 6-3-639/640, Khairatabad, Hyderabad 500 004, India, as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty first Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix their remuneration for the period as per the recommendation of the Audit Committee."

### Special Business:

3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 160 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) and Articles of Association of the Company, Mr. Jignesh A. Goradia (DIN: 07229899), who was appointed as an Additional director by the Board of Directors and holds office effective from July 8, 2015 upto the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature to the office of Director of the Company be and is hereby appointed as a Director liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013, the rules there under read with Schedule IV thereto, Clause 49 of the listing agreement, consent is hereby granted for regularization of Smt. Kavita R Shah (DIN-02566732), who was appointed as independent director by the Board of directors and holds office as Additional director effective from April 1, 2015 upto the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature to the office of director, as independent director of the Company for a period of five (5) consecutive years effective from May 26, 2015 and shall not be liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013, the rules there under read with Schedule IV thereto, Clause 49 of the listing agreement, consent is hereby granted for regularisation of Mr. Virendra G. Bhatt (DIN-02343351), who was appointed as independent director by the Board of directors and holds office as Additional director effective from June 30, 2015 upto the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature to the office of director, as independent director of the Company for a period of five (5) consecutive years with effective June 30, 2015 and shall not be liable to retire by rotation."

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), a new set of Articles of Association of the Company, copy whereof is placed before this meeting be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and superseding of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors ("Board") of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorised Representative(s) of the Company in order to give effect to the aforesaid Resolution.”

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Clause 49(VII) of the Listing Agreement, approval of the members of the Company be and is hereby accorded to the transactions undertaken during the financial year ended March 31, 2015 with Sun Pharmaceutical Industries Limited (erstwhile Ranbaxy Laboratories Limited) (“SPIL”) ‘Related Party’ as defined under Clause 49(VII) of the Listing Agreement, which are material in nature in terms of Clause 49(VII) of the Listing Agreement and undertaken on the terms and conditions as agreed upon between the Company and SPIL for the purposes as set out in the explanatory statement annexed hereto.”

8. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 94 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded for keeping the Register of Members, Index of Members, copies of Annual Returns under Section 88 and 92 of the Act together with copies of certificates and documents required to be annexed thereto, at the office of Company’s Registrar and Share Transfer Agent of the Company, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 008 and/or at their corporate office situated at 1-8-303/69/3, S.P. Road, Secunderabad – 500 003.

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are here by authorised to do all such things and take all such actions as may be required for the above purpose.”

9. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 160 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) and Articles of Association of the Company, Mr. Azadar Hussain Khan (DIN: 01219312), who was appointed as an Additional director of the Company by the Board of Directors and holds office effective from August 25, 2015 upto the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature to the office of Director of the Company be and is hereby appointed as a Director liable to retire by rotation.”

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

Place : Mumbai  
Date : September 1, 2015

**Jignesh A. Goradia**  
Chairman

**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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form duly completed and signed should be deposited at the Registered Office of the company not later than 48 hours before the commencement of the meeting. A person can act as 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 proxy for any other person or member.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
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 Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. Members/proxies should bring the attendance slips duly filled in for attending the meeting.
7. The Register of Members and Transfer Books of the Company will be closed from 24th to 28th September, 2015 (both days inclusive).
8. The members are requested to -
  - i) Intimate to the Registrars and Transfer Agents of the Company/Depository Participants of changes, if any, in their registered addresses at an early date.
  - ii) Quote Ledger Folio/Client ID in all the correspondence.
  - iii) You are requested to carry a copy of the Annual Report and attendance slip to the Meeting.
9. 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), Plot No. 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad - 500 081, 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.
10. Members seeking any information with regard to accounts are requested to write to the Company at least seven (7) days before the Meeting.
11. All the documents referred to in the Notice and explanatory statement are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays, between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
12. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. A copy of the notice of the AGM along with the Annual Report is also available for download on the website of the Company at [www.zenotechlab.com](http://www.zenotechlab.com).
13. The Company has, pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, extended e-voting facility for its members to enable them to cast their vote electronically instead of participating and voting physically in the Annual General Meeting.
14. The Board of directors has appointed Mr. Mahadev Tirunagari, Practicing Company Secretary, who is in the opinion of the Board is duly qualified person as a scrutinizer who will collate the electronic voting process in a fair and transparent manner. He has also conveyed his willingness to be appointed as such.

15. The cutoff date for e-voting facility is September 23, 2015 and members whose names appear in the register of members shall be entitled to avail the service. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 23, 2015, is requested to contact Karvy to get the details relating to his/her user-id and password. Members may call the Karvy's toll free number 1800-3454-001 or send an email request to e-voting@karvy.com.
16. The remote e-voting period will commence at 9 a.m. on September 25, 2015 and will end at 5 p.m. on September 27, 2015. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

#### Procedure for remote e-voting

- I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM.
- II. The instructions for remote e-voting are as under:
  - (a) In case of Members receiving an e-mail from Karvy:
    - (i) Launch an internet browser and open <https://evoting.karvy.com>
    - (ii) Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID- Client ID will be your User 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 the above details Click on - Login.
    - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to 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. You need to login again with the new credentials.
    - (v) On successful login, the system will prompt you to select the E-Voting Event
    - (vi) Select the EVENT of Zenotech Laboratories Limited and click on - Submit.
    - (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
    - (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
    - (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
    - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **mahadev.pcs@gmail.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
  - (b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip
    - (I) **INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP.**

EVENT		
(E-Voting Event Number)	USER ID	PASSWORD
—	—	—

Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.

- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
  - IV. The voting rights shall be as per the number of equity share held by the Member(s) as on September 23, 2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.
  - V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9 a.m. on September 25, 2015 and will end at 5 p.m. on 27 September, 2015. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
  - VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
  - VII. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
  - VIII. Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID by approaching the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
    - a. If e-mail 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.
    - b. Member may call Karvy's toll free number 1-800-3454-001
    - c. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
  - IX. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
17. Members are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to M/s. Karvy Computershare Private Limited, the Registrars and Transfer Agents at the aforesaid address.

## ANNEXURE TO THE NOTICE

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

### Item No.3

Mr. Jignesh A. Goradia was appointed as Additional director of the Company effective from July 8, 2015 and his office as Additional director shall expire at the ensuing Annual General Meeting.

The Company has received consent from Mr. Jignesh A. Goradia conveying his willingness to be director and has accordingly, submitted declarations stating that he fulfills the conditions of being appointed as a director. The Board of directors is also of the opinion that he fulfills the conditions specified under the Companies Act, 2013 for such appointment.

The Company has received a notice in writing from a member along with the requisite deposit in terms of Section 160 of the Act proposing him as director. Accordingly, it is proposed to appoint Mr. Jignesh A. Goradia as Director liable to retire by rotation.

The Board of Directors considers that appointment of Mr. Jignesh A. Goradia as a director would immensely benefit the Company and therefore, recommends the proposal for approval of the Shareholders.

The details of Mr. Jignesh A. Goradia as required to be given in terms of Clause 49 of the listing agreement and Secretarial Standards - 2 have been provided separately under Profile of Directors seeking appointment.

Except Mr. Jignesh A. Goradia and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution set forth above under this item no.3.

### Item No.4

Smt. Kavita R. Shah is appointed as independent director and holds office as Additional director pursuant to the provisions of Section 161 of the Companies Act, 2013.

The Company has received consent from Smt. Kavita R. Shah conveying her willingness to be director and has accordingly, submitted declarations stating that she fulfills all other conditions of being appointed as a director in terms of the provisions of Section 149 of the Companies Act, 2013. The Company has also received declaration from Smt. Kavita R. Shah stating



that she meets the criteria of independence as prescribed under Sub Section (6) of Section 149 of the Companies Act, 2013. The Board of Directors is also of the opinion that she fulfills all the conditions specified under the act.

The Company has received notice in writing from a member along with the requisite deposit under Section 160 of the Act proposing the candidature of Smt. Kavita R. Shah to the office of Director. Accordingly, and as recommended by the Board, it is proposed to appoint Smt. Kavita R. Shah as independent director under the provisions of Section 149 of the Companies Act, 2013 to hold office for five (5) consecutive years and she shall not be liable to retire by rotation.

The Board of Directors considered that appointment of Smt. Kavita R. Shah as an Independent Director would immensely benefit the Company and therefore, recommends the proposal for approval of the Shareholders.

The details of Smt. Kavita R. Shah as required to be given in terms of Clause 49 of the listing agreement and Secretarial Standards - 2 have been provided separately under Profile of Directors seeking appointment.

Except Smt. Kavita R. Shah and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution set forth above under this item no.4.

#### **Item No.5**

Mr. Virendra G. Bhatt is appointed as independent director and holds office as Additional director pursuant to the provisions of Section 161 of the Companies Act, 2013.

The Company has received consent from Mr. Virendra G. Bhatt conveying his willingness to be director and has accordingly, submitted declarations stating that he fulfills all other conditions of being appointed as a director. The Company has also received declaration from Mr. Virendra G. Bhatt stating that he meets the criteria of independence as prescribed under Sub Section (6) of Section 149 of the Companies Act, 2013. The Board of Directors is also of the opinion that he fulfills all the conditions specified under the act and has appointed him as a director.

The Company has received notice in writing from a member along with the requisite deposit under Section 160 of the Act proposing the candidature of Mr. Virendra G. Bhatt to the office of Director. Accordingly and as recommended by the Board, it is proposed to appoint Mr. Virendra G. Bhatt as independent director under the provisions of Section 149 of the Companies Act, 2013 to hold office for five (5) consecutive years and he shall not be liable to retire by rotation.

The Board of Directors considers that appointment of Mr. Virendra G. Bhatt as an Independent Director would immensely benefit the Company and therefore, recommends the proposal for approval of the Shareholders.

The details of Mr. Virendra G. Bhatt as required to be given in terms of Clause 49 of the listing agreement and Secretarial Standards - 2 have been provided separately under Profile of Directors seeking appointment.

Except Mr. Virendra G. Bhatt and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution set forth above under this item no.5.

#### **Item No.6**

The existing Articles of Association ("AOA") of the Company are based on the provisions of the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulation in the existing AOA are no longer in conformity with the Companies Act, 2013 ("the Act"). Consequent to the coming into effect of the Act and Rules framed there under, it has become necessary to alter the existing Articles of Association of the Company to be in line with the Act.

The draft copy of new set of Articles of Association are made available for inspection at the Registered office of the Company and also at the meeting in physical or in electronic form during the Business hours (i.e. 9 AM to 5:30 PM) on all days except Sunday and other public holiday.

As per Section 14 of the Act, approval of the Members of the Company by way of a Special Resolution is required for altering Articles of Association of the Company.

The Board recommends the Resolutions set out at Item No.6 of the Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

#### **Item no. 7.**

The Company in the ordinary course of its business, during the financial year ended March 31, 2015 transacted with Sun Pharmaceutical Industries Limited "SPIL" (formerly Ranbaxy Laboratories Limited), which is a 'Related Party' within the meaning of Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement for the purposes, which were 'material' in nature as detailed hereunder

(Rs. in thousands)

Sales	37,035
Short-term borrowing taken	74,509
Interest on short-term borrowing	61,863

All the transactions were on arm's length basis and have been approved by the Audit Committee and the Board of Directors of the Company. The Company depends majorly on SPIL for marketing its products through their wide network spread across many countries.

Pursuant to revised clause 49 of the Listing Agreement all material Related Party Transactions require approval of the shareholders through Special Resolution in which the related parties shall abstain from voting.

Thus, the transactions would require the approval of the members by way of a Special Resolution.

It is therefore, in the interest of the Company, to continue working with SPIL. The Board, therefore, recommends the Special Resolution set out in Item No. 7 of the Notice for the approval of the members.

Pursuant to the applicable provisions of the revised clause 49 of the Listing Agreement, Mr. Azadar Hussain Khan and their relatives are deemed to be interested in the Sun Pharmaceutical Industries Limited (erstwhile Ranbaxy Laboratories Limited ("SPIL"), since it is an investing Company of Zenotech Laboratories Limited as per Accounting Standard (AS) 18, in which Mr. Azadar Hussain Khan is the employee of SPIL. Other than Mr. Azadar Hussain Khan and his relatives, none of the other Directors or Key Managerial Persons or their relatives is concerned or interested financially or otherwise in the proposed resolution.

#### **Item no. 8.**

In terms of the provisions of Section 94 of the Companies Act, 2013 ("the Act"), the Register of members, the index of members, the register and index of debenture holders and copies of all annual returns prepared under sections 88 and 92 of the act together with the copies of certificates and documents required to be annexed thereto, shall be kept at the Registered Office of the Company or with the approval of the shareholders at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside. Karvy Computershare Private Limited, Company's Registrar and Share Transfer Agent intimated that they would be shifting their office premises to a larger integrated facility situated at the address mentioned in the resolution, wherein they would be maintaining the Register of members, the index of members etc., of the Company.

The Special resolution at item no. 8 is proposed for the purpose of enabling the Company to keep the records at the new premises of the registrar and transfer agents as stated in the resolution. Karvy Computershare Private Limited has confirmed that the place in the resolution satisfies the requirement as stipulated above.

A copy of the proposed special resolution set out in item no.8 will be delivered to the Registrar of Companies, Hyderabad, Telangana in advance.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board of Directors in the interest of the Company recommends the resolution for the approval of the members.

#### **Item no. 9.**

Mr. Azadar Hussain Khan (DIN: 01219312) was appointed as Additional director of the Company effective from August 25, 2015. In terms of the provisions of Section 161(1) of the Companies Act, 2013, his office as Additional director shall expire at the ensuing Annual General Meeting..

The Company has received consent from Mr. Azadar Hussain Khan conveying his willingness to be director and has accordingly, submitted declarations stating that he fulfills the conditions of being appointed as a director. The Board of directors is also of the opinion that he fulfills the conditions specified under the Companies Act, 2013 for such appointment.

The Company has received a notice in writing from a member along with the requisite deposit in terms of Section 160 of the Act proposing him as director. Accordingly, it is proposed to appoint Mr. Azadar Hussain Khan as Director liable to retire by rotation.

The Board of Directors considers that appointment of Mr. Azadar Hussain Khan as a director would immensely benefit the Company and therefore, recommends the proposal for approval of the Shareholders.

The details of Mr. Azadar Hussain Khan as required to be given in terms of Clause 49 of the listing agreement and Secretarial Standards - 2 have been provided separately under Profile of Directors seeking appointment.