



zenotech

ZENOTECH LABORATORIES LTD

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July 25, 2011

To,

The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400001

Ph No.: 91-22-22721233/34

Dear Sirs,

Sub: Copy of Minutes of Extra-Ordinary General Meeting (EGM) held on July 21, 2011

Ref: Zenotech Laboratories Limited: Scrip ID – 532039

With reference to above, in terms of listing agreement entered with you, please find attached herewith the copy of minutes of our EGM held on July 21, 2011.

This is for your information and record purposes, please.

Thank you.

Yours faithfully,

For **Zenotech Laboratories Limited**

I Srinivas
Company Secretary

Encl: A/a

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF ZENOTECH LABORATORIES HELD ON THURSDAY, 21ST JULY, 2011 AT 11.00 A.M. AT HOTEL TAJ DECCAN, ROAD NO.1, BANJARA HILLS, HYDERABAD, 500 034, ANDHRA PRADESH

PRESENT:

Directors:

1. Dr. Sudershan K. Arora : Chairman
2. Mr. Ranjit Kohli : Director
3. Mr. B.K. Raizada : Managing Director

Company Secretary

Mr. I. Srinivas

Names of the Shareholders, who attended the meeting in person or by proxy were recorded as per Attendance slips.

Proxies received from the Shareholders of the Company and Proxy Register were placed before the meeting.

The Chairman declared that the requisite quorum was present and he called the meeting to order.


The Secretary informed that the proxies had been scrutinized and had been found to be in order and the Chairman initialed the Proxy Register.

Notice of the meeting already circulated was taken as read with consent of the shareholders present.

The Chairman then took the only agenda item for approving the appointment of Mr. B.K.Raizada as Managing Director of the Company for a period of 2 years effective March 19, 2011 and payment of remuneration to him subject to requisite approval. The shareholders welcomed the appointment of Mr. Raizada as Managing Director of the Company and wished that the Company could reach new heights under his leadership.

Thereafter Mr. Shantilal C. Shah proposed the following resolution which was seconded by Mr.Ramesh:

"RESOLVED THAT pursuant to the provisions of Sections 198, 257, 269, 309 and all other applicable provisions if any, of the Companies Act, 1956 (Act) read with Schedule XIII to the said Act, the Company hereby accords its approval for the appointment of Mr. B.K. Raizada as a Director and Managing Director of the



Company for a period of two years effective March 19, 2011 and subject to such approvals as may be required for payment of remuneration on the terms and conditions mentioned below:

- A. Salary: not exceeding Rs.15 lacs per annum.
- B. He will be provided Company's car and telephone/mobile phone for office use which shall not be included in the computation of remuneration.
- C. The Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these, either singly or together are not taxable under the income-tax Act, Gratuity payable at a rate not exceeding half month's salary for each completed year of service and encashment of leave at the end of the tenure payable as per rules of the Company shall not be included in the computation for the remuneration.

In addition, he shall be entitled to reimbursement of entertainment expenditure actually incurred for the business of the Company.

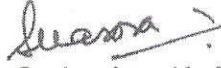
- D. Subject to superintendence, control and direction of the Board, he shall perform such duties and functions as would be commensurate with his position as Managing Director of the Company and as may be delegated by the Board from time to time.
- E. The Company or Mr. Raizada shall be entitled to terminate this appointment at any time by giving three months notice in writing or such shorter notice as may be mutually agreed between him and the Board of Directors."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to take such steps as the Board may consider necessary or expedient to give effect to this Resolution."

The resolution was put to vote and carried unanimously.

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

Date: 25/07/2011


(Dr. Sudershan K. Arora)
Chairman