

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE 31st ANNUAL GENERAL MEETING OF THE ZENLABS ETHICA LIMITED WILL BE HELD ON MONDAY, THE 30st DAY OF SEPTEMBER, 2024 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 194-195, 3RD FLOOR, INDUSTRIAL AREA, PHASE II, RAM DARBAR, CHANDIGARH-160002, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item no. 1 – To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Board of Directors and the Statutory Auditors thereon.

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

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2024 (including the Balance Sheet as at March 31, 2024; Statement of Profit and Loss for the year ended March 31, 2024; Cash Flow Statement for the year ended March 31, 2024; Statement of changes in Equity for the year ended March 31, 2024 along with summary of significant accounting policies and the accompanying notes forming an integral part of the financial statements) along with the Report of the Board of Directors and the Statutory Auditors’ Report thereon, as placed before the meeting, be and are hereby, received, considered and adopted.”

Item no. 2 – To re-appoint Mr. Sanjay Dhir (DIN: 02452461), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company, be and is hereby accorded to re-appoint Mr. Sanjay Dhir (DIN: 02452461) who retires by rotation in this meeting, as Director, liable to retire by rotation.”

SPECIAL BUSINESS:

Item no. 3 –To re-appoint Mr. Sanjeev Kumar (DIN: 01154896) as Managing Director of the Company for the period of 5 (five) years with effect from September 01, 2024.

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 Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company in their meeting held on August 07, 2024, the consent of the members of the Company, be and is hereby accorded to re-appoint Mr. Sanjeev Kumar (DIN: 01154896) as the Managing Director of the Company for a period of 5 years with effect from September 01, 2024, on such terms and conditions as may be mutually agreed between the Board of Directors and Mr. Sanjeev Kumar from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution.”

Item no. 4 –To re-appoint Mr. Kuldeep Singh (DIN: 08454422) as an Independent Director of the Company for the 2 (second) term for the period of 5 (five) years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination Remuneration Committee and the Board of Directors, Mr. Kuldeep Singh (DIN: 08454422), Non –Executive Independent Director of the Company, whose term of office as Independent Director of the Company expired on June 09, 2024 and who has given his consent for re-appointment as an Independent Director of the Company along with a declaration that he meets the criteria of independence under section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from June 10, 2024 to June 09, 2029 (both days inclusive), not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item no. 5 –To re-appoint Mr. Sanjay Dhir (DIN: 02452461) as Whole Time Director of the Company for the period of 5 (five) years.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members of the Company, be and is hereby accorded to re-appoint Mr. Sanjay Dhir (DIN: 02452461) as Whole time Director of the Company for a period of 5 (Five) years with effect from April 01, 2025 to March 31, 2030, liable to retire by rotation, on such terms and conditions as may be mutually agreed between the Board of Directors and Mr. Sanjay Dhir from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

On behalf of the Board
For **ZENLABS ETHICA LIMITED**

Date: September 04, 2024
Place: Chandigarh

Sd/-
Manju Bala
Company Secretary and Compliance Officer
M. No. A67831

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding 50 (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.

The instrument of proxy as enclosed with the notice, in order to be effective, should be deposited at the registered office of the Company not less than Forty-Eight (48) hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable.

2. During the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company provided that not less than three days of notice in writing is given to the company.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the 31st Annual General Meeting of the Company as set out in the Notice is annexed hereto. Further, the relevant details with respect to item nos. 2, 3, 4 and 5 pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on the General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at the Annual General Meeting are also annexed hereto.
4. Please bring your copy of the annual report to the meeting as the Company would not provide, as a measure of austerity, any copy at the venue of the Annual General Meeting.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the meeting.
6. All documents referred to in the notice along with Register of Directors and Key Managerial Personnel & Shareholding and Register of Contracts and Arrangements in which Directors are interested are open for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the Annual General Meeting and at the venue of meeting.
7. Members seeking any information with regard to the financial statements or any matter to be placed at the meeting are requested to write to the Company, at least ten (10) days before the meeting through e-mail on zenlabsethicaltd2019@gmail.com, and the same will be suitably replied by the Company.
8. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the 31st Annual General Meeting along with the Annual Report for financial year 2023-24 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.

If your e-mail address is not registered with the Company/ Depositories, you may receive the Notice of the 31st Annual General Meeting along with the Annual Report for financial year 2023-24 by completing the process for registration of e-mail address as under:

- I. Those shareholders who have registered/not registered their e-mail address or registered an incorrect e-mail address and mobile numbers including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with M/s. Bigshare Services Private Limited, Registrar & Share Transfer Agent of the Company ("RTA") in case the shares are held in physical form.
- II. Shareholders who have or registered an incorrect email address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily get their email address and mobile number registered with the Company's RTA, by clicking the link: www.Bigshareonline.com for sending the Annual Report, Notice of AGM and e-voting notice.

9. Members can avail of the facility of nomination in respect of shares held by them in physical form, if any, pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 in duplicate, duly filled in, to the R&T agent at the address mentioned at point no. 9 in the Notes. The prescribed form in this regard may also be obtained from the R&T agent at the address mentioned at point no. 9 in the Notes. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.

The Company's Registrars & Transfer Agents for its share registry is M/s Bigshare Services Private Limited Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai 400093, Maharashtra, INDIA

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- a. **For shares held in electronic form:** to their Depository Participants (DPs)
- b. **For shares held in physical form:** to the Company/Registrar and Transfer Agents (RTA) in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA.

11. Members may note that the Notice of the 31st Annual General Meeting along with the Annual Report for financial year 2023-24 will also be available on website of the Company on the weblink <https://zenlabsethica.com>, website of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and on the website of the CDSL evoting@cdsl.co.in

12. Non-resident Indian shareholders are requested to inform about the following to the Company and its ShareTransfer Agent or the concerned depository Participant, as the case may be, immediately of:

- a) The change in the residential status on return to India for permanent settlement.
- b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.

13. Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e., PAN Card / Aadhar Card/ Driving License / Passport Copy, if any, at the entrance of venue.

14. Members, who hold shares in:

- a. Multiple DE-MAT accounts and/ or
- b. One or more folios in physical form are advised to consolidate their holdings in single DE-MAT account.

15. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 44 of the 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 the Central Depository Services (India) Ltd (CDSL) all the resolutions set forth in this Notice. The facility for voting will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM.

Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

- (i) The remote e-voting period begins on the Thursday 26th day of September, 2024 (9.00 a.m. IST) and ends on Sunday, the 29th day of September, 2024 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday the 23rd September, 2024 (Record Date), may cast their vote electronically.
- (ii) The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently. Members have the option to cast their

vote on any of the resolutions using the remote e-voting facility, Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM

- (iii) A person who is not a member as on cut-off date i.e., Monday the 23rd September, 2024, should treat this Notice for information purpose only.
- (iv) 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, viz., Monday, the 23rd September, 2024, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic voting system.
- (v) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date (record date) of Monday, the 23rd September, 2024.
- (vi) Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date and not casting their vote electronically, may cast their vote at the AGM venue. Facility will be available at the venue.
- (vii) The company has appointed CS Jaspreet Singh Dhawan, Practicing Company Secretary, M/s Jaspreet Dhawan & Associates (FCS 9372; CP 8545) as the scrutinizer for conducting the e-voting process in a fair and transparent manner. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL/CDSL and RTA, and will also be displayed on the Company's website, www.zenlabsethica.com.
- (viii) The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (ix) 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 etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jaspreestdhawan1@gmail.com with a copy marked to evoting@cDSL.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- (x) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@cDSL.co.in. However, if he/ she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.
- (xi) Voting will be provided to the members through e-voting and/or at the AGM venue by ballot paper. A member can opt for only one mode of voting i.e., either through e-voting or voting at the AGM. If a member cast votes by both modes, then voting done through e-voting shall prevail and the voting at AGM shall be treated as invalid.

(xii) **The details of the process and manner for remote e-voting / e-voting is explained herein below:**

In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual shareholders (Holding securities in demat mode) login through their Depository Participants	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</p> <p>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.</p> <p>III. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period</p>

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., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-48867000 and 022-24997000

- (xiii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (xiv) Click on “Shareholders” module.
- (xv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the

Company.

- (xvi) Next enter the Image Verification as displayed and Click on Login.
- (xvii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (xviii) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in <i>dd/mm/yyyy</i> format) as recorded in your Demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

- (xix) After entering these details appropriately, click on “SUBMIT” tab.
- (xx) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xxi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xxii) Click on the **EVSN (240902080)** for the relevant **ZENLABS ETHICA LIMITED** on which you choose to vote.
- (xxiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xxiv) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xxv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xxvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xxvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (xxviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxix) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xxx) **Additional Facilities for Non-Individuals Shareholders and Custodians for Remote E-voting only.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@zenlabsethica.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e., 23rd September, 2024** may follow the same instructions as mentioned above for e-Voting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com. Or Contact at toll free no. 18002109911.

16. The shareholders can also access the Annual Report 2023-24 of the Company circulated to the Members of the Company and other information about the Company on Company’s website, i.e., www.zenlabsethica.com
17. Members are requested to come and occupy their seats at least 15 minutes before commencement of 31st Annual General Meeting. Due to security reasons, note that briefcase/ bags/eatables/electronic gadgets such as a mobile, laptop, camera, etc., will NOT be allowed along with members/proxies in the 31st Annual General Meeting venue during meeting hours. In case any member/proxy brings electronic gadgets or other items mentioned above the same has to be deposited with security outside the 31st AGM venue at the owners’ risk.
18. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company requesting the Company to consolidate their holdings in one folio.

19. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting Issued by Institute of Company Secretaries of India "NO GIFTS, GIFT COUPONS OR CASH IN LIEU OF GIFTS SHALL BE DISTRIBUTED TO MEMBERS AT OR IN CONNECTION WITH THE 31ST ANNUAL GENERAL MEETING".
20. The Securities and Exchange Board of India (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 PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN to the RTA of the Company.
21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or of staying abroad or demise of any member as soon as possible. Members are also advised not to leave their Demat accounts dormant for long. Periodical statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
22. The attendance slip and route map showing prominent landmark is annexed to the notice. The route map has been uploaded on the website of the Company.

On behalf of the Board
For ZENLABS ETHICA LIMITED

Date: 04th September, 2024
Place: Chandigarh

Sd/-
Manju Bala
Company Secretary & Compliance Officer
M. No. A67831

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”) AND SECRETARIAL STANDARD II ON GENERAL MEETINGS:

ITEM NO. 3

To re-appoint Mr. Sanjeev Kumar (DIN: 01154896) as Managing Director of the Company for the period of five (5) years with effect from 01st September 2024.

Pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and Article of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their meeting held on August 07, 2024, the consent of the members of the Company is sought **for re-appointment of Mr. Sanjeev Kumar (DIN: 01154896) as the Managing Director of the Company for the period of 5 (five) years from September 01, 2024 to August 31, 2029** on such terms and conditions as may be mutually agreed between the Board of Directors and Mr. Sanjeev Kumar from time to time.

Mr. Sanjeev Kumar’s visionary guidance has been instrumental in driving company’s remarkable growth. Throughout his tenure, including the challenging times presented by the COVID-19 pandemic, he has exhibited exceptional leadership skills and a steadfast commitment towards Company’s progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company’s operations. It would be therefore in the interest of the Company to re-appoint Mr. Sanjeev Kumar as Managing Director of the Company.

Mr. Sanjeev Kumar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the said Director, is provided in **Annexure – I** to this Notice and forms part of the Statement.

In view of the foregoing, it is therefore necessary for the shareholders to pass an ordinary resolution as set out at Item No. 3 of the Notice. Save and except Mr. Sanjeev Kumar, and his relatives to the extent of their shareholding interest, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board now recommends and proposes to pass the resolution as set out in Item no. 3 of the Notice as Ordinary Resolution.

ITEM NO. 4

To re-appoint of Mr. Kuldeep Singh (DIN: 08454422) as an Independent Director of the Company for the 2 (second) term of 5 (five) consecutive years

Pursuant to the provisions of Section 149, 150 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors)

Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with the recommendations of the members of Nomination & Remuneration Committee and the Board of Directors, the Board proposed the re-appointment of Mr. Kuldeep Singh (DIN: 08454422) as an Independent Director of the Company for the 2 (second) term of 5 (five) consecutive years with effect from June 10, 2024 till June 09, 2029, not liable to retire by rotation.

Pursuant to the provisions of section 149(6) of the Companies Act, 2013 read with Schedule IV, the Board is of the opinion that the proposed appointee fulfills the conditions specified in the Act and the Rules made thereunder read with Regulation 16(1)(b) and that the said Director is independent of the management.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the said Director, is provided in **Annexure – I** to this Notice and forms part of the Statement.

The Board considers that the re-appointment of the said Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director of the Company. In terms of the provisions of Section 149 (13) of the Act, the said Director shall not be liable to retire by rotation.

Save and except Mr. Kuldeep Singh and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.4 of the Notice.

The Board now recommends and proposes to pass the resolution as set out in Item no. 4 of the Notice as Special Resolution.

ITEM NO. 5.

To re-appoint Mr. Sanjay Dhir (DIN – 02452461) as Whole Time Director of the Company for the period of 5 (five) consecutive years

Pursuant to the provisions of section 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and Article of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their meeting held on September 4, 2024, the consent of the members of the Company is sought for approving the re-appointment of Mr. Sanjay Dhir (DIN: 02452461) as Whole Time Director of the Company for the period of 5 (five) years with effect from April 01, 2025 till March 31, 2030 on such terms and conditions as may be mutually agreed between the Board of Directors and Mr. Sanjay Dhir from time to time.

Mr. Sanjay Dhir has been instrumental for the growth of the company and is responsible for new market development and new businesses. He has given valuable contributions in driving company’s business and has played a pivotal role in expanding Company’s market presence, fostering partnerships and driving operations of the Company to its new heights. It would be therefore in the interest of the Company to re-appoint Mr. Sanjay Dhir as Whole time Director of the Company.

The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

Mr. Sanjay Dhir satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified

from being appointed as Director in terms of Section 164 of the Act.

Save and except Mr. Sanjay Dhir and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.5 of the Notice.

The Board now recommends and proposes to pass the resolution as set out in Item no. 5 of the Notice as Special Resolution.

**On behalf of the Board
For ZENLABS ETHICA LIMITED**

Sd/-

**Date: 04th September, 2024
Place: Chandigarh**

**Manju Bala
Company Secretary & Compliance Officer
M. No. A67831**

THE DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT, PERTAINING TO THE ITEM NO. 3, 4 & 5 OF THE NOTICE

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India)

Name of Director	Sanjay Dhir	Sanjeev Kumar	Kuldeep Singh
DIN No.	02452461	01154896	08454422
Date of Birth	19/02/1971	03/07/1969	14/07/1967
Date of First-appointment on the Board	11/08/2016	27/08/2008	10/06/2019
Experience and expertise in specific functional areas	Mr. Sanjay Dhir has extensive experience in leading operations of large organizations and possess expertise in developing and implementing business strategies for the company. Further, he possesses deep understanding of Consumer behaviour in diverse environments and conditions pertaining to core business areas of the Company. Having more than 20 years of experience in Pharmaceuticals Industries	He has vast expertise in Pharma industry, areas of Finance of the Company and has over three decades of experience in the corporate world, during which he forged the strengths of Zenlabs	Mr. Kuldeep Singh has more than 25 years of experience in the field Business Strategy, Marketing Management Business administration.
Directorships held in other (excluding foreign) Companies	1. Quixotic Pharma private limited 2. Preet remedies limited 3. Oasis Pharma and phytomolecules private limited 4. Hexford laboratories private limited 5. Zen labs India Private Limited	1. Oasis Pharma and Phytomolecules private limited. 2. Preet Remedies Limited 3. Ultra Chiron Healthcare Private Limited. 4. Ultra Chiron Pharmaceuticals Pvt Ltd. 5. Zen labs India Private Limited. 6. Quixotic Pharma Private Limited. 7. Quadriga Biotech Private Limited.	NIL

ZENLABS ETHICA LIMITED

**Regd. Office: Plot No. 194-195, 3rd Floor, Industrial Area, Phase II
Ram Darbar, Chandigarh-160002
CIN: L74900CH1993PLC033112Tel
No.0172-4651105
Website: www.zenlabsethica.com
Email ID: queries@zenlabsethica.com**

ATTENDANCE SLIP

(To be presented at the entrance)

Registered Folio No / DP ID No / Client ID No.:	
Name and Address of the Member (s)	
Joint Name(s)	
No. of Shares Held	
Name of the Proxy holder	
Signature of Member (s) / Proxy	

I/We hereby record my/our presence at the **31st ANNUAL GENERAL MEETING** of the Company held on Monday, the 30th September, 2024 at 11:30 A.M. at the registered office of the Company situated at Plot No. 194-195, 3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002.

Note: Members / Proxies are requested to bring the attendance slip with them.

Electronic Voting Particulars: -

EVSN (Electronic Voting Sequence Number)	Default PAN/Sequence
220829036	USE YOUR PAN

Note: Please read the instructions printed at note 21 of the Notice of 31st Annual General Meeting. The E-Voting period starts on Thursday, the 26th day of September, 2024 (9.00 a.m. IST) and ends on Sunday, the 29th day of September, 2024 (5.00 p.m. Indian Standard Time). The e-voting module shall be disabled by CDSL for voting thereafter

Form No. MGT-11

PROXY FORM

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

ZENLABS ETHICA LIMITED

Regd. Office: Plot No.194-195, 3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002 CIN:

L74900CH1993PLC033112

Tel No.0172-4651105

Website: www.zenlabsethica.com

Email ID: queries@zenlabsethica.com

Name of the member(s):

Registered Address:

E. Mail Id: Folio No./Client Id.....

DP ID.....

I/We, being the member(s) holding of shares of the above-named Company, hereby appoint

1. Name:

Address:

E. mail ID: Signature: or failing him.....

2. Name:

Address:

E. mail ID: Signature..... or failing him

3. Name:

Address:

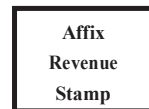
E. mail ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual general meeting of the company, to be held on the Monday, 30th September, 2024 at 11:30 A.M at Plot No. 194-195, 3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions
Ordinary Business	
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2	To appoint a Director in the place of Mr. Sanjay Dhur (DIN: 02452461) retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.
Special Business	
3.	To re-appointment of Mr. Sanjeev Kumar (DIN: 01154896) as Managing Director of the Company for the period of five (5) years from 01st September 2024 to 31st August, 2029.
4.	To re-appointment of Mr. Kuldeep Singh (DIN: 08454422) as an Independent Director of the Company for the Second (2) Term for the period of Five [5] years.
5	To re-appointment of Mr. Sanjay Dhir (DIN: 02452461) as Whole Time Director of the Company for the period of Five [5] years.

Signature of Shareholder

Signature of Proxy holder(s)



Note: 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.

ROUTE MAP TO REACH TO THE VENUE OF AGM



**Zenlabs Ethica Limited, Plot No. 194-195, 3rd Floor, Industrial Area, Plot No. 194-195, 3rd Floor, Industrial Area
Venue of AGM**

Google Map Link for the Venue: <https://goo.gl/maps/kP6GdxDaFBEExgE46>

