

# Zenlabs Ethica Ltd.

(Formerly Known as Neelkanth Technologies Ltd.)

CIN NO. : L74900CH1993PLC033112, GSTIN NO. : 03AAFCS6226G1ZL

Regd. Office : Plot No. 194-195, 3rd Floor, Industrial Area, Phase-II, Chandigarh -160 002

Tel. : 0172-465 1105, 392 0738, Fax : 0172-265 6855

E-mail: queries@zenlabsethica.com, Website : www.zenlabsethica.com

01/10/2018

To

|                                                                                                                                                                      |                                                                                                                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| Bombay Stock Exchange Ltd<br>The Corporate Relationship Department<br><b>BSE LIMITED</b><br>Phiroze Jeejeebhoy Towers, Dalal Street,<br>Mumbai -400 001, Maharashtra | Central Depository Services (India)<br>Limited<br>Marathon Futurex, A-Wing, 25th floor,<br>NM Joshi Marg, Lower Parel,<br>Mumbai 400013 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|

**Sub:- Disclosure of Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit voting results of the 25<sup>th</sup> Annual General Meeting of the Company held on Saturday 29<sup>th</sup> September, 2018 at 11.30 a.m.

We are also enclosing herewith the Consolidated Scrutinizer's Report.

You are requested to kindly take the results on your record.

Thanking you,

Yours truly,

For Zenlabs Ethica Limited

ZENLABS ETHICA LIMITED  
CHANDIGARH

Harmilan Kaur  
Company Secretary

**Details of voting Results of the 25th Annual General Meeting of Zenlabs Ethica Limited**

|                                                                                   |                                  |
|-----------------------------------------------------------------------------------|----------------------------------|
| Date of the AGM                                                                   | 29 <sup>th</sup> September, 2018 |
| Total Number of shareholders on Record Date<br>(Record date: 21.09.2018)          | 979                              |
| No. of shareholder's present in the meeting either<br>in person or through proxy: |                                  |
| Promoters and Promoter Group:                                                     | 5                                |
| Public:                                                                           | 0                                |
| No. of Shares attended the meeting through Video<br>Conferencing:                 |                                  |
| Promoters and Promoter Group:                                                     | N.A.                             |
| Public:                                                                           | N.A.                             |



**Mode of voting: E-voting and Poll**

| Resolution 1: Adoption of audited financial statements the year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon. |                               |                   |                     |                                         |                         |                     |                                      |                                   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------|---------------------|-----------------------------------------|-------------------------|---------------------|--------------------------------------|-----------------------------------|
| Resolution Required: (Ordinary or Special)                                                                                                                       |                               |                   | Ordinary Resolution |                                         |                         |                     |                                      |                                   |
| Whether Promoter/ Promoter group are interested in the agenda / resolution                                                                                       |                               |                   | No                  |                                         |                         |                     |                                      |                                   |
| Category                                                                                                                                                         | Mode of Voting                | No of Shares Held | No of Votes Polled  | % of Votes Polled on outstanding shares | No of Votes – in Favour | No of Votes-against | % of votes in favour on votes polled | %of votes against on votes polled |
|                                                                                                                                                                  |                               | (1)               | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                 | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                 |
| Promoter & Promoter Group                                                                                                                                        | E-voting                      | 4191089           | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                                                                                                                  | *Poll                         |                   | 4191089             | 100                                     | 4191089                 | 0                   | 100                                  | 0                                 |
|                                                                                                                                                                  | Postal Ballot (If applicable) |                   | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                                                                                                                  | Total                         |                   | 4191089             | 4191089                                 | 100                     | 4191089             | 0                                    | 100                               |
| Public Institution                                                                                                                                               | E-voting                      | 0                 | 0                   | 0                                       | 0                       | 0                   | 0                                    | 0                                 |
|                                                                                                                                                                  | *Poll                         |                   | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                                                                                                                  | Postal Ballot (If applicable) |                   | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                                                                                                                  | Total                         |                   | 0                   | 0                                       | 0                       | 0                   | 0                                    | 0                                 |
| Public Non-Institution                                                                                                                                           | E-voting                      | 2008925           | -                   | -                                       | -                       | 0                   | 100                                  | 0                                 |
|                                                                                                                                                                  | Poll                          |                   | 0                   | -                                       | -                       | -                   | -                                    |                                   |
|                                                                                                                                                                  | Postal Ballot (If applicable) |                   | -                   | -                                       | -                       | -                   | -                                    |                                   |
|                                                                                                                                                                  | Total                         |                   | 0                   | 0                                       | 0                       | 0                   | 100                                  | 0                                 |
| Total                                                                                                                                                            |                               | 62,00,014         | 4191089             | 67.59                                   | 4191089                 | 0                   | 100                                  | 0                                 |

\*Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.



**Resolution 2:** Appointment of Director in place of Mr. Harpreet Singh (DIN-00834180) Director of the company who retires by rotation and being eligible offers himself for re-appointment.

| Resolution Required: (Ordinary or Special)                                 |                               | Ordinary Resolution |                    |                                         |                         |                     |                                      |                                   |
|----------------------------------------------------------------------------|-------------------------------|---------------------|--------------------|-----------------------------------------|-------------------------|---------------------|--------------------------------------|-----------------------------------|
| Whether Promoter/ Promoter group are interested in the agenda / resolution |                               | No                  |                    |                                         |                         |                     |                                      |                                   |
| Category                                                                   | Mode of Voting                | No of Shares Held   | No of Votes Polled | % of Votes Polled on outstanding shares | No of Votes – in Favour | No of Votes-against | % of votes in favour on votes polled | %of votes against on votes polled |
|                                                                            |                               | (1)                 | (2)                | (3)=[(2)/(1)]*100                       | (4)                     | (5)                 | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                 |
| Promoter & Promoter Group                                                  | E-voting                      | 4191089             | -                  | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                            | *Poll                         |                     | 3544463            | 84.57                                   | 3544463                 | 0                   | 100                                  | 0                                 |
|                                                                            | Postal Ballot (If applicable) |                     | -                  | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                            | <b>Total</b>                  |                     | 4191089            | 3544463                                 | 84.57                   | 3544463             | 0                                    | 100                               |
| Public Institution                                                         | E-voting                      | 0                   | 0                  | 0                                       | 0                       | 0                   | 0                                    | 0                                 |
|                                                                            | Poll                          |                     | -                  | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                            | Postal Ballot (If applicable) |                     | -                  | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                            | <b>Total</b>                  |                     | 0                  | 0                                       | 0                       | 0                   | 0                                    | 0                                 |
| Public Non-Institution                                                     | E-voting                      | 2008925             | -                  | -                                       | -                       | 0                   | 100                                  | 0                                 |
|                                                                            | Poll                          |                     | -                  | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                            | Postal Ballot (If applicable) |                     | -                  | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                            | <b>Total</b>                  |                     | 0                  | 0                                       | 0                       | 0                   | 0                                    | 100                               |
| <b>Total</b>                                                               |                               | 62,00,014           | 3544463            | 84.57                                   | 3544463                 | 0                   | 100                                  | 0                                 |

\*Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.

\*\* No. of Invalid Votes 646626



| Resolution 3: Ratification of appointment of M/s. Vijay Darji and Associates, (FRN: 118614W) Chartered Accountants, Mumbai, as Statutory Auditors of the Company and fixing their remuneration for the financial year ended March 31, 2019. |                               |                   |                     |                                         |                         |                     |                                      |                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------|---------------------|-----------------------------------------|-------------------------|---------------------|--------------------------------------|-----------------------------------|
| Resolution Required: (Ordinary or Special)                                                                                                                                                                                                  |                               |                   | Ordinary Resolution |                                         |                         |                     |                                      |                                   |
| Whether Promoter/ Promoter group are interested in the agenda / resolution                                                                                                                                                                  |                               |                   | No                  |                                         |                         |                     |                                      |                                   |
| Category                                                                                                                                                                                                                                    | Mode of Voting                | No of Shares Held | No of Votes Polled  | % of Votes Polled on outstanding shares | No of Votes – in Favour | No of Votes-against | % of votes in favour on votes polled | %of votes against on votes polled |
|                                                                                                                                                                                                                                             |                               | (1)               | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                 | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                 |
| Promoter & Promoter Group                                                                                                                                                                                                                   | E-voting                      | 4191089           | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                                                                                                                                                                                             | *Poll                         |                   | 4191089             | 100                                     | 4191089                 | 0                   | 100                                  | 0                                 |
|                                                                                                                                                                                                                                             | Postal Ballot (If applicable) |                   | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                                                                                                                                                                                             | <b>Total</b>                  |                   | 4191089             | 4191089                                 | 100                     | 4191089             | 0                                    | 100                               |
| Public Institution                                                                                                                                                                                                                          | E-voting                      | 0                 | 0                   | 0                                       | 0                       | 0                   | 0                                    | 0                                 |
|                                                                                                                                                                                                                                             | Poll                          |                   | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                                                                                                                                                                                             | Postal Ballot (If applicable) |                   | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                                                                                                                                                                                             | <b>Total</b>                  |                   | 0                   | 0                                       | 0                       | 0                   | 0                                    | 0                                 |
| Public Non-Institution                                                                                                                                                                                                                      | E-voting                      | 2008925           | -                   | -                                       | -                       | 0                   | 100                                  | 0                                 |
|                                                                                                                                                                                                                                             | Poll                          |                   | -                   | -                                       | -                       | -                   | -                                    |                                   |
|                                                                                                                                                                                                                                             | Postal Ballot (If applicable) |                   | -                   | -                                       | -                       | -                   | -                                    |                                   |
|                                                                                                                                                                                                                                             | <b>Total</b>                  |                   | 2008925             | 2008925                                 | 100                     | 2008925             | 0                                    | 100                               |
| <b>Total</b>                                                                                                                                                                                                                                |                               | 62,00,014         | 4191089             | 67.59                                   | 4191089                 | 0                   | 100                                  | 0                                 |

\*Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.



| Resolution 4: Capitalization of the Company's profits to issue Bonus Shares |                               |                   |                     |                                         |                         |                     |                                      |                                   |
|-----------------------------------------------------------------------------|-------------------------------|-------------------|---------------------|-----------------------------------------|-------------------------|---------------------|--------------------------------------|-----------------------------------|
| Resolution Required: (Ordinary or Special)                                  |                               |                   | Ordinary Resolution |                                         |                         |                     |                                      |                                   |
| Whether Promoter/ Promoter group are interested in the agenda / resolution  |                               |                   | No                  |                                         |                         |                     |                                      |                                   |
| Category                                                                    | Mode of Voting                | No of Shares Held | No of Votes Polled  | % of Votes Polled on outstanding shares | No of Votes – in Favour | No of Votes-against | % of votes in favour on votes polled | %of votes against on votes polled |
|                                                                             |                               | (1)               | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                 | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                 |
| Promoter & Promoter Group                                                   | E-voting                      | 4191089           | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                             | *Poll                         |                   | 4191089             | 100                                     | 4191089                 | 0                   | 100                                  | 0                                 |
|                                                                             | Postal Ballot (If applicable) |                   | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                             | <b>Total</b>                  |                   | 4191089             | 4191089                                 | 100                     | 4191089             | 0                                    | 100                               |
| Public Institution                                                          | E-voting                      | 0                 | 0                   | 0                                       | 0                       | 0                   | 0                                    | 0                                 |
|                                                                             | Poll                          |                   | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                             | Postal Ballot (If applicable) |                   | -                   | -                                       | -                       | -                   | -                                    | -                                 |
|                                                                             | <b>Total</b>                  |                   | 0                   | 0                                       | 0                       | 0                   | 0                                    | 0                                 |
| Public Non-Institution                                                      | E-voting                      | 2008925           | -                   | -                                       | -                       | 0                   | 100                                  | 0                                 |
|                                                                             | Poll                          |                   | -                   | -                                       | -                       | -                   | -                                    |                                   |
|                                                                             | Postal Ballot (If applicable) |                   | -                   | -                                       | -                       | -                   | -                                    |                                   |
|                                                                             | <b>Total</b>                  |                   | 2008925             | 2008925                                 | 100                     | 2008925             | 0                                    | 100                               |
| <b>Total</b>                                                                |                               | 62,00,014         | 4191089             | 67.59                                   | 4191089                 | 0                   | 100                                  | 0                                 |

\*Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.

All the aforesaid resolutions were passed with requisite majority.

For ZENLABS ETHICA LIMITED

Harmilan Kaur  
Company Secretary



PLACE: CHANDIGARH  
DATE: 01<sup>st</sup> October, 2018

Ref. No.....

Dated.....

### CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Chairman,  
**ZENLABS ETHICA LIMITED**  
Plot No. 194-195,3rd Floor,  
Industrial Area, Phase II, Ram Darbar  
Chandigarh- 160002.

**25th Annual General Meeting of the Shareholders of Zenlabs Ethica Limited held on Saturday, the 29th September, 2018 at 11:30 A.M. at Plot No. 194-195,3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002.**

Dear Sir,

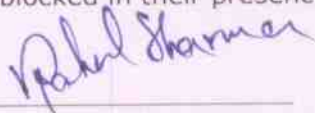
1. I, Ajit Singh, Practicing Company Secretary, M/s Singh Ajit & Associates (FCS 5328; CP 8543), have been appointed as a scrutinizer, by the Board of Directors of **ZENLABS ETHICA LIMITED** for the purpose of scrutinizing the remote e-voting and voting by members through Ballot Format the 25<sup>th</sup> Annual General Meeting (AGM) and ascertaining the requisite majority on the remote e-voting and voting by shareholders through Ballot Format the AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Resolutions contained in the Notice of the 25<sup>th</sup> AGM of the Shareholders of the Company, held on Saturday, September 29<sup>th</sup>, 2018 at Plot No. 194-195,3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002.
2. The management of the Company is responsible to ensure the compliance with the requirements of the provisions Companies Act, 2013 and the Rules relating to voting through electronic means and poll through ballot paper at the AGM for the resolutions contained in the Notice of the 25<sup>th</sup> AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting and voting by shareholders through Ballot Form at the AGM is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions as stated in the Notice, based on the reports generated from the e-voting provided by Central Depository Services Limited (CDSL), the agency authorized under the Rules and appointed by the Company to



provide e-voting facility for providing voting through electronic means (i.e. remote e-voting) and voting by shareholders through Ballot Form at the AGM.

3. Further to above, I submit my report as under:

- 3.1. The Company has provided the e-voting facility through CDSL, on their website <http://www.evotingindia.com>. The Company had uploaded all the items of businesses to be transacted at the AGM on the website of the Company and also on CDSL's website to facilitate their shareholders to cast their vote through e-voting.
- 3.2. The 25<sup>th</sup> AGM Notice sent (both through e-mail and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.
- 3.3. As prescribed in the said Rules, the Company has also published an advertisement in newspapers on September 7, 2018 in "Financial Express" (English) & Vernacular newspaper "Danik Tribune" (Hindi) and it carried the required information as specified in the said Rules.
- 3.4. The shareholders of the Company as on the "cut-off" date, i.e. September 21, 2018 were entitled to vote on the Resolutions (item nos. 1 to 4) as set out in the Notice of the 25<sup>th</sup> AGM.
- 3.5. The Chairman at the AGM had announced that members who have not exercised their votes through e-voting can exercise their votes through Ballot Form at the AGM.
- 3.6. The E- voting commenced from Wednesday, September 26, 2018 (9.00 a.m.) and ended on Friday, September 28, 2018 (5.00 p.m.).
- 3.7. After the closure of the voting at AGM, the report on voting was prepared and scrutinized.
- 3.8. The votes cast under e-voting facility were unblocked after the conclusion of voting by Ballot Form at the AGM and votes cast were counted in the presence of 2 witnesses, Mr. Rahul Sharma and Ms. Pooja Manash, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Rahul Sharma (Witness No.1)



Pooja Manash (Witness No. 2)





3.9. My consolidated report on the results of voting through remote e-voting and Ballot Form at the AGM is as under:

**ORDINARY BUSINESS**

**Item No. 1 - As an Ordinary Resolution:-**

To receive, consider and adopt the audited financial statements for the year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.

| Method of Voting | Votes in Favour of Resolution |                  | Votes in against of Resolution |                  | Invalid Votes |                  |
|------------------|-------------------------------|------------------|--------------------------------|------------------|---------------|------------------|
|                  | No of Shares                  | % of total votes | No                             | % of total votes | No            | % of total votes |
| E-Voting         | -                             | -                | -                              | -                | -             | -                |
| Poll             | 4191089                       | 100              | -                              | -                | -             | -                |
| <b>Total</b>     | 4191089                       | 100              | -                              | -                | -             | -                |

**Item No. 2 - As an Ordinary Resolution:-**

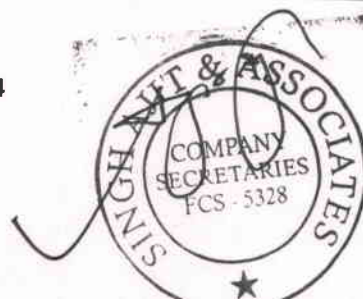
To appoint a Director in place of Mr. Harpreet Singh (DIN - 00834180) Director of the company who retires by rotation and being eligible offers himself for re-appointment.

| Method of Voting | Votes in Favour of Resolution |                  | Votes in against of Resolution |                  | Invalid Votes |                  |
|------------------|-------------------------------|------------------|--------------------------------|------------------|---------------|------------------|
|                  | No of Shares                  | % of total votes | No                             | % of total votes | No            | % of total votes |
| E-Voting         | -                             | -                | -                              | -                | -             | -                |
| Poll             | 3544463                       | 84.57            | -                              | -                | 646626        | 15.43            |
| <b>Total</b>     | 3544463                       | 84.57            | -                              | -                | 646626        | 15.43            |

**Item No. 3 - As an Ordinary Resolution:-**

Ratification of appointment of M/s. Vijay Darji and Associates Chartered Accountants as the statutory auditors of the company.

| Method of Voting | Votes in Favour of Resolution |                  | Votes in against of Resolution |                  | Invalid Votes |                  |
|------------------|-------------------------------|------------------|--------------------------------|------------------|---------------|------------------|
|                  | No of Shares                  | % of total votes | No                             | % of total votes | No            | % of total votes |
| E-Voting         | -                             | -                | -                              | -                | -             | -                |
| Poll             | 4191089                       | 100              | -                              | -                | -             | -                |
| <b>Total</b>     | 4191089                       | 100              | -                              | -                | -             | -                |



**SPECIAL BUSINESS**

**Item No. 4 - As an Ordinary Resolution:-**

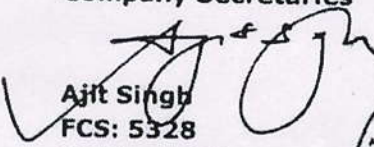
**To Capitalize the Company's profits to issue Bonus Shares**

| Method of Voting | Votes in Favour of Resolution |                  | Votes in against of Resolution |                  | Invalid Votes |                  |
|------------------|-------------------------------|------------------|--------------------------------|------------------|---------------|------------------|
|                  | No of Shares                  | % of total votes | No                             | % of total votes | No            | % of total votes |
| E-Voting         | -                             | -                | -                              | -                | -             | -                |
| Poll             | 4191089                       | 100              | -                              | -                | -             | -                |
| <b>Total</b>     | <b>4191089</b>                | <b>100</b>       | <b>-</b>                       | <b>-</b>         | <b>-</b>      | <b>-</b>         |

4. The Register and all other papers and relevant records containing details of shareholders, who voted "IN FAVOUR", or "AGAINST" for each Resolution under e-voting and voting done at the AGM through Ballot Form at the venue of the AGM shall remain in our safe custody until the Chairman approves and signs the Minutes of the 25<sup>th</sup> AGM and the same would thereafter be handed over to Company Secretary and/or Chairman for safekeeping.
5. Based on the foregoing, the Resolution Nos. 1 to 4 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e., September 29, 2018.

Thanking You,  
Yours Faithfully


**For M/s Singh Ajit & Associates**  
**Company Secretaries**

  
**Ajit Singh**  
FCS: 5328  
CP No: 8543

**Date: 29/09/2018**  
**Place: Chandigarh**



**Countersigned by**

  
**HARMILAN KAUR**  
**Company Secretary**  
**ZENLABS ETHICA LIMITED**  
**M.No. - ACS 48435**

Ref. No.....

Dated.....

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
The Chairman,  
ZENLABS ETHICA LIMITED  
Plot No. 194-195,3rd Floor,  
Industrial Area, Phase II,Ram Darbar  
Chandigarh-160002.

**25th Annual General Meeting of the Shareholders of Zenlabs Ethica Limited held on  
Saturday, the 29th September, 2018 at 11:30 A.M. at Plot No. 194-195,3rd Floor, Industrial  
Area, Phase II, Ram Darbar, Chandigarh-160002.**

Dear Sir,

I, Ajit Singh, Practicing Company Secretary, M/s Singh Ajit & Associates (FCS 5328; CP 8543),  
at # 1144, Sector-44 B, Chandigarh-160047, appointed as Scrutinizer for the purpose of voting  
by members through Ballot taken on the below mentioned resolutions, at the 25<sup>th</sup> Annual  
General Meeting of the Shareholders of Zenlabs Ethica Limited, held on Saturday, the 29<sup>th</sup>  
September, 2018 at 11:30 A.M. at Plot No. 194-195,3rd Floor, Industrial Area, Phase II, Ram  
Darbar, Chandigarh-160002 hereby submit my report as under:

1. After the time fixed for closing of the Poll by the Chairman, Ballot Box kept for polling were  
locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in my presence and poll papers were  
diligently scrutinized. The poll papers were reconciled with the records maintained by the  
Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the  
Company.
3. The Poll papers, which were incomplete and/or which were otherwise found defective have  
been treated as invalid and kept separately.



4. The result of poll is as under:

**ORDINARY BUSINESS:**

**(1) As an Ordinary Resolution-Item no 1**

To receive, consider and adopt the audited financial statements for the year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

| Number of members present & voting (In person or by proxy) | Number of votes cast by them | %age of total number of valid votes |
|------------------------------------------------------------|------------------------------|-------------------------------------|
| 5                                                          | 4191089                      | 100                                 |

(ii) Voted against the Resolution:

| Number of members present & voting (In person or by proxy) | Number of votes cast by them | %age of total number of valid votes |
|------------------------------------------------------------|------------------------------|-------------------------------------|
| Nil                                                        | Nil                          | Nil                                 |

(iii) Invalid Votes:

| Number of members present & voting (In person or by proxy) | Number of votes cast by them |
|------------------------------------------------------------|------------------------------|
| Nil                                                        | Nil                          |

**(2) As an Ordinary Resolution-Item no 2**

To appoint a Director in place of Mr. Harpreet Singh (DIN - 00834180) Director of the company who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

| Number of members present & voting (In person or by proxy) | Number of votes cast by them | %age of total number of valid votes |
|------------------------------------------------------------|------------------------------|-------------------------------------|
| 4                                                          | 3544463                      | 84.57                               |

(ii) Voted against the Resolution:

| Number of members present & voting (In person or by proxy) | Number of votes cast by them | %age of total number of valid votes |
|------------------------------------------------------------|------------------------------|-------------------------------------|
|------------------------------------------------------------|------------------------------|-------------------------------------|



|     |     |     |
|-----|-----|-----|
| Nil | Nil | Nil |
|-----|-----|-----|

(iii) Invalid Votes:

| Number of members present & voting<br>(In person or by proxy) | Number of votes cast by them |
|---------------------------------------------------------------|------------------------------|
| 1                                                             | 646626                       |

**(3) As an Ordinary Resolution-Item no 3**

Ratification of appointment of M/s.Vijay Darji and Associates Chartered Accountants as the statutory auditors of the company.

(i) Voted in favour of the Resolution:

| Number of members present & voting (In person or by proxy) | Number of votes cast by them | %age of total number of valid votes |
|------------------------------------------------------------|------------------------------|-------------------------------------|
| 5                                                          | 4191089                      | 100                                 |

(ii) Voted against the Resolution:

| Number of members present & voting (In person or by proxy) | Number of votes cast by them | %age of total number of valid votes |
|------------------------------------------------------------|------------------------------|-------------------------------------|
| Nil                                                        | Nil                          | Nil                                 |

(iii) Invalid Votes:

| Number of members present & voting<br>(In person or by proxy) | Number of votes cast by them |
|---------------------------------------------------------------|------------------------------|
| Nil                                                           | Nil                          |

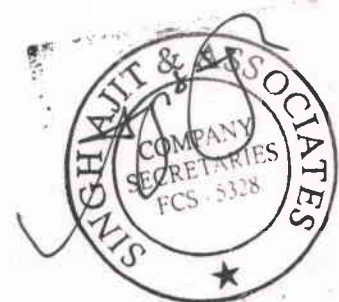
**SPECIAL BUSINESS:**

**4) As an Ordinary Resolution-Item no 4**

To Capitalize the Company's profits to issue Bonus Shares

(i) Voted in favour of the Resolution:

| Number of members present & voting (In person or by proxy) | Number of votes cast by them | %age of total number of valid votes |
|------------------------------------------------------------|------------------------------|-------------------------------------|
| 5                                                          | 4191089                      | 100                                 |



(ii) Voted against the Resolution:

| Number of members present & voting (In person or by proxy) | Number of votes cast by them | %age of total number of valid votes |
|------------------------------------------------------------|------------------------------|-------------------------------------|
| Nil                                                        | Nil                          | Nil                                 |

(iii) Invalid Votes:


| Number of members present & voting (In person or by proxy) | Number of votes cast by them |
|------------------------------------------------------------|------------------------------|
| Nil                                                        | Nil                          |

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Chairman authorized by the Board for safe keeping.

Thanking You,  
Yours Faithfully

For M/s Singh Ajit & Associates  
Company Secretaries

  
Ajit Singh  
FCS: 5328  
CP No: 8543



Date: 29/09/2018  
Place: Chandigarh

Ref. No.....

Dated.....

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
The Chairman,  
ZENLABS ETHICA LIMITED  
Plot No. 194-195,3rd Floor,  
Industrial Area, Phase II,Ram Darbar  
Chandigarh-160002.

**25th Annual General Meeting of the Shareholders of Zenlabs Ethica Limited held on Saturday, the 29th September, 2018 at 11:30 A.M. at Plot No. 194-195,3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002.**

Dear Sir,

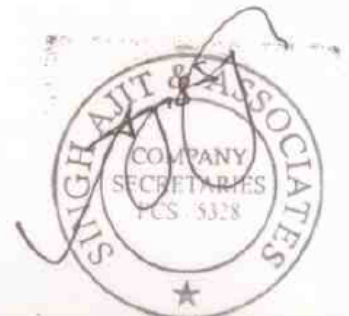
1. I, Ajit Singh, Practicing Company Secretary, M/s Singh Ajit & Associates (FCS 5328; CP 8543), at # 1144, Sector- 44 B, Chandigarh-160047, appointed as Scrutinizer by the Board of Directors for the purpose of scrutinizing e-voting process (remote e-voting) pursuant to the provisions of Section 108 of the Companies Act, 2013.

2. I submit the report as under:

a) Company published the notice for E Voting by the members in the newspaper "The Financial Express" (English) & Vernacular newspaper "Danik Tribune" (Hindi) dated 07.09.2016, as per rules on E Voting in the Companies Act, 2013.

b.) The E -voting for the resolutions was opened on Wednesday, September 26, 2018 (9.00 a.m.) and ended on Friday, September 28, 2018 (5.00 p.m.).

c.) The E -votes were un-locked as per the code provided by "Bigshare Services Private Limited" on 29<sup>th</sup> September, 2018 in the presence of two independent witnesses who are not in the employment of the company.



d) The detail of E- voting has been maintained in electronic form and based on the votes casted, the result is as under:

e) The e-votes cast by institutional shareholders who have not provided the related scanned copy of the relevant Board Resolution / Authority Letter to the Scrutinizer for exercising their votes have been considered as invalid.

3. The result of E-Voting is as under:

**ORDINARY BUSINESS:**

**(1) As an Ordinary Resolution-Item no 1**

To receive, consider and adopt the audited financial statements for the year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | %age of total number of valid votes |
|-------------------------|------------------------------|-------------------------------------|
| Nil                     | Nil                          | Nil                                 |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | %age of total number of valid votes |
|-------------------------|------------------------------|-------------------------------------|
| Nil                     | Nil                          | Nil                                 |

(iii) Invalid Votes:

| Number of members voted | Number of votes cast by them |
|-------------------------|------------------------------|
| Nil                     | Nil                          |

**(2) As an Ordinary Resolution-Item no 2**

To appoint a Director in place of Mr. Harpreet Singh (DIN - 00834180) Director of the company who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | %age of total number of valid votes |
|-------------------------|------------------------------|-------------------------------------|
| Nil                     | Nil                          | Nil                                 |





(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | %age of total number of valid votes |
|-------------------------|------------------------------|-------------------------------------|
| Nil                     | Nil                          | Nil                                 |

(iii) Invalid Votes:

| Number of members voted | Number of votes cast by them |
|-------------------------|------------------------------|
| Nil                     | Nil                          |

**(3) As an Ordinary Resolution-Item no 3**

Ratification of appointment of M/s. Vijay Darji and Associates Chartered Accountants as the statutory auditors of the company.

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | %age of total number of valid votes |
|-------------------------|------------------------------|-------------------------------------|
| Nil                     | Nil                          | Nil                                 |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | %age of total number of valid votes |
|-------------------------|------------------------------|-------------------------------------|
| Nil                     | Nil                          | Nil                                 |

(iii) Invalid Votes:

| Number of members voted | Number of votes cast by them |
|-------------------------|------------------------------|
| Nil                     | Nil                          |

**SPECIAL BUSINESS:**

**4) As an Ordinary Resolution-Item no 4**

To Capitalize the Company's profits to issue Bonus Shares

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | %age of total number of valid votes |
|-------------------------|------------------------------|-------------------------------------|
| Nil                     | Nil                          | Nil                                 |



(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | %age of total number of valid votes |
|-------------------------|------------------------------|-------------------------------------|
| Nil                     | Nil                          | Nil                                 |

(iii) Invalid Votes:

| Number of members voted | Number of votes cast by them |
|-------------------------|------------------------------|
| Nil                     | Nil                          |

4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

5. Results may be declared as per report submitted.

Thanking You,  
Yours Faithfully

For M/s Singh Ajit & Associates  
Company Secretaries

  
Ajit Singh  
FCS: 5328  
CP No: 8543



Date: 29/09/2018  
Place: Chandigarh