



Zenlabs Ethica 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, Fax : 0172-265 6855

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

To,

THE BOARD OF DIRECTORS

ZENLABS ETHICA LIMITED

Date: 18/07/2023

NOTICE OF BOARD MEETING

Dear Sirs/Madam,

Notice is hereby given that the meeting no. 03/2023-24 of the Board of Directors of the Company will be held on Friday, 28th July, 2023 at Plot No. 194-195, 3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002, India at 11.00 A.M.

The agenda along with the notes to agenda for the meeting is enclosed herewith.

You are requested to make it convenient to attend the meeting.

For ZENLABS ETHICA LIMITED

Date: 18.07.2023

Place: Chandigarh


SANJAY DHIR
(Whole-Time Director)
DIN 02452461





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AGENDA OF 3RD (2023-2024) BOARD MEETING

AGENDA FOR THE 03rd MEETING OF BOARD OF DIRECTORS OF ZENLABS ETHICA LIMITED TO BE HELD ON FRIDAY, 28TH JULY, 2023 AT 11.00 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, INDIA

S. No.	Items
1.	To elect of the Chairman of the meeting.
2.	Grant leave of absence, if any.
3	Ascertainment of Quorum.
4	To take note of the minutes of the previous board meeting held on 24.05.2023.
5	To Consider and approve the Un-Audited Financial Results for the Quarter ended on 30 th June, 2023 as per Regulation 33 of the SEBI (LODR), 2015
6	To take on Record limited review certificate for the Quarter ended on 30 th June, 2023, given by the Statutory Auditor of the Company.
7	To take on record Compliance Certificate received from CEO/CFO of the Company for the quarter ended on 30 th June, 2023 as per Regulation 33 of the SEBI (LODR) 2015. .
8	To consider the appointment of Mr. Akshay Saxena as the Company Secretary (CS) of the Company. Mr. Akshay, an Associate member of ICSI, having experience of 04 (Four) years is proposed to be appointed as the Company Secretary Cum Compliance officer.
9	To take note the resignation of Mr. Sanjay Dhir from the position of Chief Financial Officer (CFO).
10	To consider the appointment of Mr. Adarsh Kumar, as the Chief Financial Officer (CFO) and Key managerial person (KMP) of the Company. Mr. Adarsh who holds a degree of Chartered Accountant (CA) and has experience of more than 25 years, is proposed to be appointed as the CFO and KMP of the Company.
11	To consider the appointment of M/s JASPREET DHAWAN & ASSOCIATES, a firm of practicing Company secretaries represented by Mr. Jaspreet Singh Dhawan, having Certificate of practice Number 8545, as the Secretarial Auditors of the Company.
12	Any other matter with the permission of Chair and with the consent of a majority of the Directors present in the Meeting.

For ZENLABS ETHICA LIMITED


SANJAY DHIR
(Whole-Time Director)
DIN: 02452461

C.C: To all the Board of Directors

NOTES ON AGENDA ITEMS OF 3rd BOARD MEETING FOR THE YEAR 2023-24:

ITEM NO. 1: To elect the Chairman of the meeting.

In accordance with the provision of Section 104 of the Companies Act, 2013 the directors present shall elect one among them to be Chairman of the meeting to conduct the proceedings.

ITEM NO. 2: To grant Leave of absence, if any, to the Directors.

The Board would be required to consider the request, if any, received from directors for leave of absence and to grant the same.

ITEM NO. 3:

Ascertainment of Quorum.

The Chairman shall consider the presence of required Quorum.

ITEM NO. 4:

To take on record the minutes of the previous board meeting.

The minutes of the previous meeting of Board of Directors of the company held on 25th Day of May, 2023 were circulated amongst the directors taken on record.

ITEM NO. 5: To Consider and approve the Un-Audited Financial Results for the Quarter ended on 30th June, 2023 as per Regulation 33 of the SEBI (LODR), 2015.

The chairman shall place before the Board the Un-Audited Financial Results for the Quarter ended on 30th June, 2023, for their approvals subject to some modification, if any.

ITEM NO. 6: To take on Record limited review certificate for the Quarter ended on 30th June, 2023, given by the Statutory Auditor of the Company

The chairman shall place before the Board the Record limited review certificate for the Quarter ended on 30th June, 2023, given by the Statutory Auditor of the Company.

ITEM NO. 7:

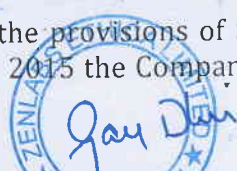
To take on record Compliance Certificate received from CEO/CFO of the Company for the quarter ended on 30th June, 2023 as per Regulation 33 of the SEBI (LODR) 2015

In accordance with the provision of Regulation 33 of the SEBI (LODR) Regulations, 2015 the Compliance certificate received from CEO and CFO of the company for the quarter ended on 30th June, 2023, to be placed before the Board.

ITEM NO. 8:

To consider the appointment of Mr. Akshay Saxena as the Company Secretary (CS) of the Company. Mr. Akshay, an Associate/Fellow member of ICSI, having experience of 04 (Four) years is proposed to be appointed as the Company Secretary Cum Compliance officer.

As per the provisions of Section 203 of the Companies Act, 2013, and Regulation 7 of the SEBI (LODR) 2015 the Company has to appoint a Company Secretary, as the Compliance officer of the



Company, board will consider the appointment of Mr. Akshay Saxena (A52388) Company Secretary as the Compliance officer of the Company, Subject to the Terms and Condition as mentioned in the appointment letter tabled before the Board.

ITEM NO. 9:

To take note the resignation of Mr. Sanjay Dhir from the position of Chief Financial Officer (CFO).

The Board will take note of the resignation of Mr. Sanjay Dhir from the position of Chief Financial Officer (CFO) with effect from 28th July, 2023.

ITEM NO. 10:

To consider the appointment of Mr. Adarsh Kumar, as the Chief Financial Officer (CFO) and Key managerial person (KMP) of the Company. Mr. Adarsh who holds a degree of Chartered Accountant (CA) and has experience of more than 25 years, is proposed to be appointed as the CFO and KMP of the Company.

As per the provisions of Section 203 of the Companies Act, 2013, the Company has to appoint a Chief Financial Officer (CFO) and KMP, board will consider the appointment of Mr. Adarsh Kumar as the Chief Financial Officer (CFO) and KMP of the Company, Subject to the Terms and Condition as mentioned in the appointment letter tabled before the Board

ITEM NO. 11:

To consider the appointment of Mr. Jaspreet Singh Dhawan, (CP-8545) Practicing Company Secretary as Secretarial Auditor for the Financial Year 2023-24.

As per the provisions of Section 204 of the Companies Act, 2013, the Company has to appoint a Company Secretary, as the Secretarial Auditor of the Company for the financial year 2023-24 board will consider the appointment of Mr. Jaspreet Singh Dhawan, (CP-8545) Practicing Company Secretary as Secretarial Auditor of the company for Financial Year 2023-24.

ITEM NO. 12:

Any other matter with the permission of Chair and with the consent of a majority of the Directors present in the Meeting

