

## **NOTICE TO MEMBERS**

**NOTICE IS HEREBY GIVEN THAT THE 32<sup>ND</sup> (THIRTY SECOND) ANNUAL GENERAL MEETING (AGM) OF THE ZENLABS ETHICA LIMITED WILL BE HELD ON MONDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2025 AT 12:00 P.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, 2025 together with the Report of the Board of Directors and the Statutory Auditors thereon, and

**Item no. 2** – To re-appoint Mrs. Himjyoti (DIN: 02398927), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

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

**Date: September 04, 2025**  
**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. 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.
4. 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.
5. 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.
6. 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](mailto:zenlabsethicaltd2019@gmail.com), and the same will be suitably replied by the Company.
7. 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 32<sup>nd</sup> Annual General Meeting along with the Annual Report for financial year 2024-25 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 32<sup>nd</sup> Annual General Meeting along with the Annual Report for financial year 2024-25 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](http://www.Bigshareonline.com) for sending the Annual Report, Notice of AGM and e-voting notice.

8. 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

9. 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.

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 may note that the Notice of the 32<sup>nd</sup> Annual General Meeting along with the Annual Report for financial year 2024-25 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](http://www.bseindia.com) and on the website of the CDSL [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in)

11. Non-resident Indian shareholders are requested to inform about the following to the Company and its Share Transfer 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.

12. 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.

13. 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.

14. 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 Friday 26<sup>th</sup> day of September, 2025 (9.00 a.m. IST) and ends on Sunday, the 28<sup>th</sup> day of September, 2025 (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 22<sup>nd</sup> September, 2025 (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, 22<sup>nd</sup> September, 2025, 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 22<sup>nd</sup> September, 2025, 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) Monday, the 22<sup>nd</sup> September, 2025.
- (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 Nitika Goel, Practicing Company Secretary, M/s BND & Associates (CP No. - 27061 ) 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](http://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 [nitikagoel178@gmail.com](mailto:nitikagoel178@gmail.com) with a copy marked to [evoting@cdsl.co.in](mailto: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](mailto: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:**

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository.</b>	<ol style="list-style-type: none"><li data-bbox="561 638 1417 821">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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My Easi New (Token) Tab.</li><li data-bbox="561 856 1417 1136">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 &amp; 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.</li><li data-bbox="561 1171 1417 1262">3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li data-bbox="561 1297 1417 1507">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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficia 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.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDEAS” “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual shareholders (Holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> <li>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.</li> <li>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</li> </ol>

**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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 18002109911</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022-48867000 and 022- 24997000</p>

(xiii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (xiv) Click on “Shareholders” module.
- (xv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10- digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- (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 (250829051)** 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 Facility 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](http://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](mailto: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](mailto: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., 22nd September, 2025** 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 if 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Or Contact at toll free no. 18002109911.

15. The shareholders can also access the Annual Report 2024-25 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](http://www.zenlabsethica.com)
16. Members are requested to come and occupy their seats at least 15 minutes before commencement of 32<sup>nd</sup> 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 32<sup>nd</sup> 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 32<sup>nd</sup> AGM venue at the owners’ risk.
17. 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.

18. 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 32ND ANNUAL GENERAL MEETING".
19. 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.
20. 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.
21. 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: 04<sup>th</sup> September, 2025**  
**Place: Chandigarh**

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

**THE DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT, PERTAINING TO THE ITEM NO. 2 OF THE NOTICE  
DETAILS OF DIRECTOR SEEKING SHAREHOLDERS APPROVAL FOR APPOINTMENT PURSUANT TO REGULATION 36(3) OF  
THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5  
OF SECRETARIAL STANDARD SS- 2 ON GENERAL MEETINGS.**

Name	Mrs. Himjyoti
Directors Identification Number (DIN)	02398927
Date of Birth	21-06-1972
Age	53 Years
Original Date of Appointment	25/03/2015
Education Qualification	Master Of Pharmacy (M. Pharma)
Experience/ Experience in special functional area	Mrs. Himjyoti, aged 53 Years is a Woman director having more than 12 years of experience in Pharmaceuticals Industries. Mrs. Him Jyoti is a dedicated and hard-working entrepreneur.
Terms and conditions of appointment/ re-appointment.	Mrs. Himjyoti, retires by rotation and being eligible as confirmed by her, offers herself for re-appointment.
List of Directorship held in other Companies.	1. Quadriga Biotech Private Limited
Relationship with other Directors, Managers and KMPs	Wife of Mr. Sanjay Dhir, Whole-Time Director and Promoter of the Company.
No. of Board Meetings attended during Financial Year 2024-25	6
Chairmanships/Memberships of the Committee of the Board of Directors of the Company	1. Chairman and Member of Nomination and Remuneration Committee. 2. Member of the Stakeholder Relationship Committee
Chairmanships/Memberships of the Committee of the Board of Directors of other Public Limited Companies including Listed Companies	Nil
Listed Entities from which the director has resigned in the past 3 years.	Nil
No. of shares held in the Company	1000

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

**Date: 04<sup>th</sup> September, 2025**  
**Place: Chandigarh**

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

**ZENLABS ETHICA LIMITED**

**Regd. Office: Plot No. 194-195, 3<sup>rd</sup> Floor, Industrial Area, Phase II**

**Ram Darbar, Chandigarh-160002**

**CIN: L74900CH1993PLC033112Tel**

**No.0172-4651105**

**Website: [www.zenlabsethica.com](http://www.zenlabsethica.com)**

**Email ID: [queries@zenlabsethica.com](mailto: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 **32<sup>ND</sup> ANNUAL GENERAL MEETING** of the Company held on Monday, the 29<sup>th</sup> September, 2025 at 12:00 P.M. at the registered office of the Company situated at Plot No. 194-195, 3<sup>rd</sup> Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002.

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

Electronic Voting Particulars: -

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>Default PAN/Sequence</b>
<b>250829051</b>	<b>USE YOUR PAN</b>

**Note:** Please read the instructions as mentioned in the Notice of the 32<sup>nd</sup> Annual General Meeting. The E- Voting period starts on Friday, the 26<sup>th</sup> day of September, 2025 (9.00 a.m. IST) and ends on Sunday, the 28<sup>th</sup> day of September, 2025 (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, 3<sup>rd</sup> Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002

CIN: L74900CH1993PLC033112

Tel No.0172-4651105

Website: [www.zenlabsethica.com](http://www.zenlabsethica.com)

Email ID: [queries@zenlabsethica.com](mailto: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: .....

Email ID: ..... Signature..... or failing him

3. Name: .....

Address: .....

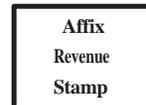
Email ID: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual general meeting of the company, to be held on the Monday, 29<sup>th</sup> September, 2025 at 12:00 P.M at Plot No.194-195, 3<sup>rd</sup> 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
<b>Ordinary Business</b>	
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Board of Directors and the Statutory Auditors thereon.
2	To re-appoint Mrs. Himjyoti (DIN: 02398927), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

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.

**ZENLABS ETHICA LIMITED**

Corporate Identity Number L74900CH1993PLC033112

**ROUTE MAP TO REACH TO THE VENUE OF AGM**



**Zenlabs Ethica Limited, Plot No. 194-195, 3<sup>rd</sup> Floor, Industrial Area, Plot No. 194-195, 3<sup>rd</sup> Floor, Industrial Area**

**Venue of AGM**

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

