

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L74900CH1993PLC033112

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAFCS6226G

(ii) (a) Name of the company

ZENLABS ETHICA LIMITED

(b) Registered office address

PLOT NO. 194-195, 3RD FLOOR,
INDUSTRIAL AREA, PHASE II, RAM DARBAR,
CHANDIGARH
Chandigarh
Chandigarh
160002

(c) *e-mail ID of the company

SE*****CA.COM

(d) *Telephone number with STD code

01*****05

(e) Website

(iii) Date of Incorporation

20/07/1993

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Ltd :- A1	1

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Pinnacle Business Park, Office no S6-2 ,6th floor, Mahakali
Caves Road , Next to Ahura Centre, Andheri East Mumbai

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 30/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	20,000,000	6,510,015	6,510,015	6,510,015
Total amount of equity shares (in Rupees)	200,000,000	65,100,150	65,100,150	65,100,150

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	20,000,000	6,510,015	6,510,015	6,510,015
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	65,100,150	65,100,150	65,100,150

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	370,065	6,139,950	6510015	65,100,150	65,100,150	

Increase during the year	0	0	0	58,950	58,950	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify				58,950	58,950	
Dematerialization of shares from physical holding						
Decrease during the year	0	0	0	58,950	58,950	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				58,950	58,950	
Dematerialization of shares from physical holding						
At the end of the year	370,065	6,139,950	6510015	65,100,150	65,100,150	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>		
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

585,631,000

(ii) Net worth of the Company

101,230,150

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,718,302	26.39	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,730,455	26.58	0	
10.	Others	0	0	0	
	Total	3,448,757	52.97	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,984,805	45.85	0	
	(ii) Non-resident Indian (NRI)	31,564	0.48	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	44,889	0.69	0	
10.	Others	0	0	0	
	Total	3,061,258	47.02	0	0

Total number of shareholders (other than promoters)

2,476

**Total number of shareholders (Promoters+Public/
Other than promoters)**

2,483

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	1,959	2,476
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	1	2	1	26.35	0.02
B. Non-Promoter	0	4	0	2	0	0
(i) Non-Independent	0	1	0	0	0	0
(ii) Independent	0	3	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	2	5	2	3	26.35	0.02

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sanjeev Kumar	01154896	Managing Director	857,574	
Sanjeev Kumar	ACSPK6038N	CEO	857,574	
Sanjay Dhir	02452461	Whole-time director	857,728	
Himjyoti	02398927	Director	1,000	
Anurag Malhotra	07552713	Director	0	
Kuldeep Singh	08454422	Director	0	
Adarsh Sharma	AMYPS7789J	CFO	0	
Akshay Saxena	HFJPS0054F	Company Secretary	0	19/07/2024

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Tanvi Chhabra	ARXPC9818N	Company Secretary	28/04/2023	Cessation
Akshay Saxena	HFJPS0054F	Company Secretary	28/07/2023	Appointment
Adarsh Sharma	AMYPS7789J	CFO	28/07/2023	Appointment
Sanjay Dhir	AFFPD9015E	CFO	28/07/2023	Cessation
Hitesh Popatlal Osw	06715966	Additional director	30/09/2023	Cessation
Ashok Kumar Gupta	07330108	Director	18/10/2023	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2023	2,211	15	59.11

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/05/2023	7	7	100
2	24/05/2023	7	7	100
3	28/07/2023	7	7	100
4	04/09/2023	7	7	100
5	06/11/2023	5	5	100
6	06/11/2023	5	5	100
7	15/12/2023	5	5	100
8	29/01/2024	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	24/05/2023	3	3	100
2	Audit Committee	28/07/2023	3	3	100
3	Audit Committee	06/11/2023	3	3	100
4	Audit Committee	29/01/2024	3	3	100
5	Nomination Re	20/06/2023	3	3	100
6	Nomination Re	18/10/2023	3	3	100
7	Nomination Re	06/11/2023	3	3	100
8	Stakeholder R	19/04/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Stakeholder R	03/02/2024	3	3	100
10	Stakeholder R	22/02/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2024
								(Y/N/NA)
1	Sanjeev Kumar	8	8	100	0	0	0	No
2	Sanjay Dhir	8	8	100	4	4	100	Yes
3	Himjyoti	8	8	100	7	7	100	No
4	Anurag Malhotra	8	8	100	13	13	100	Yes
5	Kuldeep Singh	8	8	100	10	10	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Sanjeev Kumar	Managing Director	4,980,000	0	0	0	4,980,000
2	Sanjay Dhir	Whole Time Director	3,720,000	0	0	0	3,720,000
	Total		8,700,000	0	0	0	8,700,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Tanvi Chhabra	Company Secretary	70,000	0	0	0	70,000
2	Akshay Saxena	Company Secretary	400,000	0	0	0	400,000
3	Adarsh Sharma	CFO	975,000	0	0	0	975,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		1,445,000	0	0	0	1,445,000

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Jaspreet Singh Dhawan

Whether associate or fellow

Associate Fellow

Certificate of practice number

8545

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Sanjay Dhir
Digitally signed by Sanjay Dhir
Date: 2024.11.29 19:33:35 +05'30'

DIN of the director

0*4*2*6*

To be digitally signed by

Manju Bala
Digitally signed by Manju Bala
Date: 2024.11.29 19:41:08 +05'30'

Company Secretary

Company secretary in practice

Membership number

6*8*1

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders .pdf Copy of MGT-8.pdf CTC_Board Resolution for Authorization .p List of Committee Meetings_.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



JASPREET DHAWAN & ASSOCIATES COMPANY SECRETARIES

JASPREET SINGH DHAWAN
B.COM(HONS), FCS, DARB (ICSI)

Form No. MGT-8

Pursuant to section 92(2) of the Companies Act 2013 and rule 11(2) of
Companies
(Management and Administration) Rules, 2014

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **ZENLABS ETHICA LIMITED (CIN: L74900CH1993PLC033112)** having registered office at **PLOT NO 194-195, THIRD FLOOR, INDUSTRIAL AREA PHASE II, RAM DARBAR, CHANDIGARH-160002, INDIA** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31/03/2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

The details of the compliances are as follows:

S. NO	PARTICULARS	OBSERVATIONS/COMMENTS
1.	Status under the Act	Being a public company, it complied with all the provisions related to its maintenance of status as "Public Company". Also company is "Active" for the purpose of filing of annual records with all the appropriate authorities. Further the equity shares of the company are listed on the BSE.
2.	Maintenance of registers/records & making entries there in within the time prescribed there for	Company maintained all the register & records as prescribed by the applicable laws & rule made there under.
3.	Filing of forms and returns as stated in the annual return, with the Registrar of Companies, and other	Company filed all required forms with the Registrar of Companies or other authorities within/beyond the prescribed time.



H.NO. 705, PHASE 10, SECTOR 64,
MOHALI, PUNJAB-160062.



jaspreetsdhanan1@gmail.com



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	authorities within/beyond the prescribed time;	<i>However, the company has not filed Form MGT-14 for the approval of Financial Statements under section 179 (3) of the Companies Act, 2013 for the Financial Year ending on 31st March, 2023 till date.</i>
4.	Calling/ convening/ holding meetings of Board of Directors or its committees, and the meeting(s) of the members of the company on due dates as stated in the annual return.	In our opinion, as per information collected from records maintained or data collected from officers of company meetings of the board, committees & members of the company were duly convened & conducted on the dates as stated in the annual return and proper notices were given and the proceedings have been properly recorded in the Minutes Book/ Registers maintained for the purpose and the same have been signed.
5.	Closure of Register of Members/Security holders	As per the provisions of the Companies Act, 2013 and SEBI (LODR) 2015, the company has closed its register of members/ security holders during the year.
6.	Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act	Not applicable, as such no loan or advances given during the financial year.
7.	Contracts/arrangements with related parties as specified in section 188 of the Act	During the FY 2023-24 Company has entered into contract/arrangement with related parties (which were in the ordinary course of business and on the Arms' Length Basis) as specified in section 188 of the Act which were duly approved by the audit committee and Board.
8.	Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances	<p>During period under review:</p> <ul style="list-style-type: none"> • Company has not allotted any shares. • Company has not bought back its securities or reduced its share capital <p>Therefore, no comment is offered for the same.</p> <p>Further During the period under review there were transfer of shares in the company and Company has complied with all the provisions related to the transfer of securities.</p>
9.	Keeping in abeyance the rights to dividend, rights	Company has not kept right of any member in abeyance during the year pursuant to the



	shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act	provisions of Act related to dividend/right/bonus shares issue/ transfer etc.																									
10.	Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund	There is unclaimed dividend account relating to F.Y. 2017-18 which needs to be transferred to Investor Education and Protection Fund during the F.Y. 2024-25 as per the provision of Section 125 of the Act.																									
11.	Signing of audited financial statement as per the provisions of section 134 as per the provisions thereof	<p>The audited financial statements were duly signed by the directors, CFO and the Company Secretary as per provisions of Section 134 of the Act.</p> <p>The report of Board of directors were duly signed by the directors as per provisions of Section 134(6) of the Act.</p>																									
12.	Constitution/ appointment /re-appointments /retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them	<p>During the year under review, the following changes have taken place in the composition of Board of Directors of the Company:</p> <table border="1"> <thead> <tr> <th>DATE</th> <th>APPOINTMENT / CESSATION/ CHANGE IN DESIGNATION</th> <th>NAME OF THE DIRECTOR</th> </tr> </thead> <tbody> <tr> <td>30/09/2023</td> <td>Cessation</td> <td>Mr. Hitesh Popatlal Oswal</td> </tr> <tr> <td>18/10/2023</td> <td>Cessation</td> <td>Mr. Ashok Kumar Gupta</td> </tr> </tbody> </table> <p>During the year under review, the following changes have taken place in the Key Managerial Personnel of the company:</p> <table border="1"> <thead> <tr> <th>DATE</th> <th>APPOINTMENT / CESSATION/ CHANGE IN DESIGNATION</th> <th>DESIGNATION</th> <th>NAME OF THE KMP</th> </tr> </thead> <tbody> <tr> <td>28/04/2023</td> <td>Cessation</td> <td>Company Secretary and Compliance officer</td> <td>Mrs. Tanvi Chhabra</td> </tr> <tr> <td>28/07/2023</td> <td>Appointment</td> <td>Company Secretary and Compliance officer</td> <td>Mr. Akshay Saxena</td> </tr> <tr> <td>28/07/2023</td> <td>Appointment</td> <td>Chief</td> <td>Mr. Adarsh</td> </tr> </tbody> </table>	DATE	APPOINTMENT / CESSATION/ CHANGE IN DESIGNATION	NAME OF THE DIRECTOR	30/09/2023	Cessation	Mr. Hitesh Popatlal Oswal	18/10/2023	Cessation	Mr. Ashok Kumar Gupta	DATE	APPOINTMENT / CESSATION/ CHANGE IN DESIGNATION	DESIGNATION	NAME OF THE KMP	28/04/2023	Cessation	Company Secretary and Compliance officer	Mrs. Tanvi Chhabra	28/07/2023	Appointment	Company Secretary and Compliance officer	Mr. Akshay Saxena	28/07/2023	Appointment	Chief	Mr. Adarsh
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			Financial Officer (CFO)	Sharma
	28/07/2023	Cessation	Chief Financial Officer (CFO)	Mr. Sanjay Dhir
	<p>The Company has duly complied with the provisions of the Companies Act, 2013 and SEBI Regulations related to:</p> <ul style="list-style-type: none"> • Appointment/Retirement/Reappointment of the Directors and Key managerial Personnel • Disclosure of Interest by the Directors • Remuneration of directors 			
13.	Appointment/ reappointment/ filling up casual vacancies of auditors	There was no change in the auditors of the Company during the year under review.		
14.	Approvals required to be taken under the provisions of the Act from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities.	Company was not required to take any approvals from any competent authority hence not applicable.		
15.	Acceptance /renewal /repayment of deposits	The company has neither accepted nor renewed any deposits during the year under review.		
16.	Borrowings from its directors, members, public financial institutions, banks and others	<p>As on 31.03.2024, Company has outstanding long term secured borrowings amounting to Rs. 77.83 Lakh from banks and Rs. 65 Lakh from Directors.</p> <p>Further as on 31st March 2024 the company has outstanding short term secured loan from Banks amounting to Rs. 1156.28 Lakh.</p>		
17.	Loans and investments or guarantees given or providing of securities to other bodies corporate	<p>The Company has not given any loans or provided any guarantees during the period under review.</p> <p>However, as on 31st March 2024, the company has outstanding investment of Rs. 70.20 Lakhs in equity instruments.</p>		
18.	Alteration of the	No alteration has been made in the Memorandum		



Memorandum and/ or Articles of Association of the Company	of Association and Articles of Association of the Company during the year under review.
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For Jaspreet Dhawan & Associates,
Company Secretaries



(Jaspreet Singh Dhawan, FCS)
M. No. F 9372
C P No 8545
UDIN: F009372F003117213

Dated: 29/11/2024
Place: Mohali

Disclaimer:

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.



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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF "ZENLABS ETHICA LIMITED" HELD ON WEDNESDAY, 04TH SEPTEMBER, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 194-195, 3RD FLOOR, INDUSTRIAL AREA, PHASE-II, CHANDIGARH - 160002.

AUTHORISING Mr. SANJAY DHIR TO FURNISH INFORMATION IN RELATION TO THE BENEFICIAL INTEREST IN SHARES OF THE COMPANY:

RESOLVED THAT Pursuant to Section 89 of the Companies Act, 2013 read with Rule 9(4) of the Companies (Management and Administration) Rules, 2014, the Board of Directors hereby authorise Mr. Sanjay Dhir, Director of the company, to act as Designated Person, who shall be responsible for furnishing and extending co-operation for providing, information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the company.

RESOLVED FURTHER THAT Mr. Sanjay Dhir, Director of the Company be and is hereby authorized to sign and execute all necessary documents and forms, and perform all such acts, deeds, and things as may be required to give effect to this resolution

**CERTIFIED TRUE COPY
FOR ZENLABS ETHICA LIMITED**

**Sanjay
Dhir**

Digitally signed
by Sanjay Dhir
Date: 2024.11.29
18:18:23 +05'30'

**SANJAY DHIR
DIRECTOR
DIN: 02452461**



Zenlabs Ethica Ltd.

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

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

LIST OF COMMITTEE MEETINGS

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the Meeting	Attendance	
				Number of Members attended	%of attendance
1	Audit Committee	24/05/2023	3	3	100
2	Audit Committee	28/07/2023	3	3	100
3	Audit Committee	06/11/2023	3	3	100
4	Audit Committee	29/01/2024	3	3	100
5	Nomination and Remuneration Committee	20/06/2023	3	3	100
6	Nomination and Remuneration Committee	18/10/2023	3	3	100
7	Nomination and Remuneration Committee	06/11/2023	3	3	100
8	Stakeholder Relationship Committee	19/04/2023	3	3	100
9	Stakeholder Relationship Committee	03/02/2024	3	3	100
10	Stakeholder Relationship Committee	22/02/2024	3	3	100
11	Stakeholder Relationship Committee	27/02/2024	3	3	100
12	Stakeholder Relationship Committee	28/02/2024	3	3	100
13	Stakeholder Relationship Committee	20/03/2024	3	3	100

Sanjay
Dhir

Digitally signed by Sanjay Dhir
Date: 2024.11.29 19:30:51
+05'30'