

Form No. MGT-7

Form language

 English Hindi**Annual Return (other than OPCs and Small Companies)**

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

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L74900CH1993PLC033112

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	ZENLABS ETHICA LIMITED	ZENLABS ETHICA LIMITED
Registered office address	PLOT NO. 194-195, 3RD FLOOR, INDUSTRIAL AREA, PHASE II, RAM DARBAR,,NA,CHANDIGARH,Chandigarh,India,160002	PLOT NO. 194-195, 3RD FLOOR, INDUSTRIAL AREA, PHASE II, RAM DARBAR,,NA,CHANDIGARH,Chandigarh,India,160002
Latitude details	30.69	30.69
Longitude details	76.79	76.79

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

pic.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****6G

(c) *e-mail ID of the company

*****tarial@zenlabsethica.com

(d) *Telephone number with STD code

01*****05

(e) Website

www.zenlabsethica.com

iv *Date of Incorporation (DD/MM/YYYY)

20/07/1993

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U99999MH1994PTC076534	BIGSHARE SERVICES PRIVATE LIMITED	Pinnacle Business Park, Office no S6-2 ,6th floor,, Mahakali Caves Road , Next to Ahura Centre, Andheri East,Mumbai,Mumbai,Maharashtra,India,400093	

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

29/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	Wholesale and retail trade; repair of motor vehicles and motorcycles	46	Wholesale trade, except of motor vehicles and motorcycleS	100

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

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

0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held

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	20000000.00	6510015.00	6510015.00	6510015.00
Total amount of equity shares (in rupees)	200000000.00	65100150.00	65100150.00	65100150.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
1				
Number of equity shares	20000000	6510015	6510015	6510015
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200000000.00	65100150.00	65100150	65100150

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

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)				

(c) Unclassified share capital

Particulars	Authorised Capital

Total amount of unclassified shares

0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	370065	6139950	6510015.00	65100150	65100150	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="00"/>	0	0	0.00	0	0	
At the end of the year	370065.00	6139950.00	6510015.00	65100150.00	65100150.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		<input type="text"/>
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)**(a) Non-convertible debentures**

*Number of classes

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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

514225000

ii * Net worth of the Company

104250000

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1717302	26.38	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1730455	26.58	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	3447757.00	52.96	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	2934597	45.08	0	0.00
	(ii) Non-resident Indian (NRI)	21393	0.33	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	106268	1.63	0	0.00

10	Others <input type="text"/>				
	Total	3062258.00	47.04	0.00	0

Total number of shareholders (other than promoters)

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

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	429
2	Individual - Male	1303
3	Individual - Transgender	0
4	Other than individuals	984
	Total	2716.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of 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)	2476	2709
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	2	0	2	0.00	0.00
i Non-Independent	0	0	0	0	0	0
ii Independent	0	2	0	2	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	3	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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
HIMJYOTI .	02398927	Director	1000	
ANURAG MALHOTRA	07552713	Director	0	
KULDEEP SINGH	08454422	Director	0	
ADARSH SHARMA	AMYP57789J	CFO	0	
MANJU BALA	GBCPB1173G	Company Secretary	0	04/12/2025

SANJEEV SINGAL	01154896	Managing Director	857574	
SANJEEV SINGAL	01154896	CEO	857574	
SANJAY DHIR	02452461	Whole-time director	857728	

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

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
MANJU BALA	GBCPB1173G	Company Secretary	07/08/2024	Appointment
AKSHAY SAXENA	HFJPS0054F	Company Secretary	19/07/2024	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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	30/09/2024	2644	16	0.6

B BOARD MEETINGS

*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2024	5	5	100
2	10/06/2024	5	5	100

3	07/08/2024	5	5	100
4	04/09/2024	5	5	100
5	12/11/2024	5	4	80
6	07/02/2025	5	5	100

C COMMITTEE MEETINGS

Number of meetings held

10

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE MEETING	20/05/2024	4	4	100
2	AUDIT COMMITTEE MEETING	07/08/2024	4	4	100
3	AUDIT COMMITTEE MEETING	12/11/2024	4	4	100
4	AUDIT COMMITTEE MEETING	07/02/2025	4	4	100
5	NOMINATION AND REMUNERATION COMMITTEE	10/06/2024	4	4	100
6	NOMINATION AND REMUNERATION COMMITTEE	19/07/2024	4	4	100
7	NOMINATION AND REMUNERATION COMMITTEE	07/08/2024	4	4	100
8	NOMINATION AND REMUNERATION COMMITTEE	04/09/2024	4	4	100
9	STAKEHOLDER RELATIONSHIP COMMITTEE	20/06/2024	2	2	100
10	STAKEHOLDER RELATIONSHIP COMMITTEE	30/10/2024	2	2	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 29/09/2025 (Y/N/NA)
		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	
1	ANURAG MALHOTRA	6	6	100	10	10	100	Yes
2	HIMJYOTI .	6	6	100	6	6	100	Yes
3	KULDEEP SINGH	6	6	100	10	10	100	Yes
4	SANJEEV SINGAL	6	5	83	0	0	0	Yes
5	SANJAY DHIR	6	6	100	4	4	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *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 SINGAL	Managing Director	4980000	0	0	0	4980000.00
2	SANJAY DHIR	Whole-time director	3720000	0	0	0	3720000.00
	Total		8700000.00	0.00	0.00	0.00	8700000.00

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	MANJU BALA	Company Secretary	328000				328000.00
2	AKSHAY SAXENA	Company Secretary	182000				182000.00
	Total		510000.00	0.00	0.00	0.00	510000.00

C *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
	Total		0.00	0.00	0.00	0.00	0.00

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

The two Independent Directors of the company were not registered with the Independent Directors Databank as mandated under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 149 of the Companies Act, 2013.

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

2716

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder (1).xism

(b) Optional Attachment(s), if any

LIST OF SHAREHOLDERS.pdf
Clarification regarding non-
availability of gender.pdf
UDIN.pdf
MGT-8-compressed.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of **ZENLABS ETHICA LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) **31/03/2025**

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we 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:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;

- 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;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by



Name

Jaspreet Singh Dhawan

Date (DD/MM/YYYY)

30/01/2026

Place

MOHALI

Whether associate or fellow:

- Associate Fellow

Certificate of practice number

8*4*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

02452461

*(b) Name of the Designated Person

SANJAY DHIR

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

05

dated*

(DD/MM/YYYY)

04/09/2025

to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

Sanjay
Dhir

Digitally signed by
Sanjay Dhir
Date: 2026.01.30
17:42:26 +05'30'

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*4*2*6*

***To be digitally signed by**

Jaspreet
Singh
Dhawan

Digitally signed by
Jaspreet Singh
Dhawan
Date: 2026.01.30
17:42:26 +05'30'

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

Certificate of practice number

8*4*

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

For office use only:

eForm Service request number (SRN)

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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 **31/03/2025**. 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 authorities within/beyond	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.



jaspreetdhawan1@gmail.com



+91 9888515184



	the prescribed time;	
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 2024-2025 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 shares and bonus shares	Company has not kept right of any member in abeyance during the year pursuant to the provisions of Act related to dividend/right/bonus



	pending registration of transfer of shares in compliance with the provisions of the Act	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	During the period under review the unclaimed dividend account relating to F.Y. 2017-18 had been transferred to Investor Education and Protection Fund as per the provisions 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>10/06/2024</td> <td>Re- appointment</td> <td>Mr. Kuldeep Singh</td> </tr> <tr> <td>01/09/2024</td> <td>Re- appointment</td> <td>Mr. Sanjeev Singhal</td> </tr> </tbody> </table> <p>During the year under review, the following changes have taken place in Company Secretary & Compliance officer 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>19/07/2024</td> <td>Cessation</td> <td>Company Secretary and Compliance officer</td> <td>Mr. Akshay Saxena</td> </tr> <tr> <td>07/08/2024</td> <td>Appointment</td> <td>Company Secretary and Compliance officer</td> <td>Ms. Manju Bala</td> </tr> </tbody> </table>	DATE	APPOINTMENT / CESSATION/ CHANGE IN DESIGNATION	NAME OF THE DIRECTOR	10/06/2024	Re- appointment	Mr. Kuldeep Singh	01/09/2024	Re- appointment	Mr. Sanjeev Singhal	DATE	APPOINTMENT / CESSATION/ CHANGE IN DESIGNATION	DESIGNATION	NAME OF THE KMP	19/07/2024	Cessation	Company Secretary and Compliance officer	Mr. Akshay Saxena	07/08/2024	Appointment	Company Secretary and Compliance officer	Ms. Manju Bala
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		<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 <p><i>The two Independent Directors of the company were not registered with the Independent Directors' Databank as mandated under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 149 of the Companies Act, 2013.</i></p>
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 31.03.2025, Company has outstanding long term secured borrowings amounting to Rs. 46,89,000 from banks and Rs. 65,00,000 from Directors.</p> <p>Further as on 31st March 2025 the company has outstanding short term secured loan from Banks amounting to Rs. 107,58,40,000.</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 2025, the company has outstanding investment of Rs. 70,20,000 in equity instruments.</p>
18.	Alteration of the Memorandum and/ or	No alteration has been made in the Memorandum of Association and Articles of Association of the



Articles of Association of the Company	Company during the year under review.
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Dated: 30/01/2026
Place: Mohali

For Jaspreet Dhawan & Associates,
Company Secretaries


(Jaspreet Singh Dhawan, FCS)
M. No. F 9372
C P No 8545
UDIN: F009372G003725095

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.