



Zenlabs Ethica Ltd.

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

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

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

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

TO,
THE BOARD OF DIRECTORS
ZENLABS ETHICA LIMITED

DATE: 05.05.2025

NOTICE OF THE BOARD MEETING

Dear Sirs/Ma'am,

Notice is hereby given that the Meeting No. 01/2025-26 of the Board of Directors of the Company will be held on Monday, 12th May 2025 at Plot No. 194-L95, 3rd Floor, Industrial Area, phase II, Ram Darbar, Chandigarh -160002 India at 14.00 P.M

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

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

For ZENLABS ETHICA LIMITED



MANJU BALA
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO. ACS 67831

Date: 05.05.2025
Place: Chandigarh



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

AGENDA OF 01st (2025-26) BOARD MEETING

AGENDA FOR THE 01st MEETING OF BOARD OF DIRECTORS OF ZENLABS ETHICA LIMITED TO BE HELD ON MONDAY, 12TH MAY 2025 AT 14.00 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, INDIA

S.NO.	Items
1.	To elect the Chairman.
2.	Grant leave of absence, if any.
3.	Ascertainment of quorum.
4.	To take note of the minutes of the previous board meeting held on 07.02.2025
5.	To take on record disclosures of Directors Interest Pursuant to Section 184 of Companies Act, 2013
6.	To take on record disclosures from Director's regarding Non disqualification pursuant to Section 164(2) of Companies Act, 2013
7.	To take on record declaration received from all Independent Non-executive Directors Pursuant to Section 149 (7) of the Companies Act, 2013.
8.	To take on record Compliance Certificate received from CEO/CFO of the Company for the quarter and Year ended on 31st March, 2025 as per Regulation 33(2) (a) of the SEBI (LODR) Regulations 2015.
9.	To Consider and approve the Financial Results for the Quarter and Year ended on 31st March, 2025, as per Regulation 33 of SEBI(LODR) Regulations 2015
10.	To Consider and approved Auditor's Report with unmodified opinion on Financial results for the quarter and year ended 31st March, 2025 as per Reg. 33 of SEBI (LODR) Regulations, 2015
11.	To take on record the Declaration by the Directors and Senior Management Personnel with respect to compliance with the Code of Conduct.
12.	Review of the Statement Of Related Party Transactions For The Quarter ended on 31st March, 2025
13.	Review of the Compliance Under the SEBI (Prohibition of Insider Trading) Regulations, 2015
14.	To consider the appointment of Mr. Jaspreet Singh Dhawan, (CP-8545) Practicing Company Secretary as Secretarial Auditor for the Financial Year 2025-26.
15.	To consider the appointment of M/s Anu & Associates, chartered Accountant as the Internal Auditor of the Company for the Financial Year 2025-26
16.	To authorise to file E-forms with Ministry of Corporate Affairs and other government authorities.
17.	To take note of the report(s) as per various provisions of SEBI Regulations, for the Quarter and Year ended 31st March, 2025.
18.	Any other matter with the permission of Chair and with the consent of a majority of the Directors present in the Meeting.

For ZENLABS ETHICA LIMITED


MANJU BALA
COMPANY SECRETARY & COMPLIANCE OFFICER
C.C: To all the Board of Directors

NOTES ON AGENDA ITEMS FOR 01st BOARD MEETING FOR THE YEAR 2025-26.

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

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

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

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

ITEM NO.3: Ascertainment of Quorum.

The Chairman shall consider the presence of required Quorum.

ITEM NO.4: To take on record the minutes of the previous board meeting.

The minutes of the previous meeting of Board of Directors of the company held on 07th February, 2025 will be placed before the Board for noting and approval.

ITEM NO.5: To take on record disclosures of Directors Interest Pursuant to Section 184 (1) of the Companies Act, 2013

The Board will take on record the disclosures made by the Directors of their Interest as required as per section 184 (1) of the Companies Act, 2013 in Form MBP-1, for the Financial Year 2025-26.

ITEM NO.6: To take on record disclosures from Director's regarding Non disqualification pursuant to Section 164(2) of Companies Act, 2013

The Board will take on record the disclosures made by the Directors confirming not being disqualified from being appointed as a Director, as required under section 164 (2) of the Companies Act, 2013 in Form DIR-8, for the Financial Year 2025-26.

ITEM NO.7: To take on record the declarations received from all the Independent Non-Executive Directors as required pursuant to Section 149 (7) of Companies Act, 2013.

The Board will take on record the declaration made by the all the Independent Non-Executive Directors as required under section 149 (7) of the Companies Act, 2013 in the prescribed format, confirming their adherence to the Independence criteria, for the Financial Year 2025-26.

ITEM NO.8: To take on record the Compliance Certificate Received from CEO/CFO of the Company for the Quarter and Year ended on 31st March, 2025 as per Reg. 33(2)(a) of SEBI (LODR) Regulations, 2015.

The Chairman shall place before the Board Certificate received from CEO/CFO as per the Reg. 33(2)(a) of SEBI (LODR) 2015 certify that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.



ITEM NO.9: To Consider and approve the Financial Results for the Quarter and Year ended on 31st March, 2025, as per Regulation 33 of SEBI(LODR) 2015

The chairman shall place before the Board Audited Financial Results for the Quarter and year ended 31st, March 2025 as reviewed and recommended to the board for their approval subject to some modification, if any.

ITEM NO.10: To Consider and approve Audit Report with unmodified opinion on the Financial Results for the Quarter and Year ended on 31st March 2025 as per Reg. 33 of the SEBI (LODR) Regulations, 2015.

The chairman shall place before the Board the Audit Report with unmodified opinion on the Financial Results for the Quarter and Year ended on 31st March 2025 as per Reg. 33 of the SEBI (LODR) Regulations, 2015 for their consideration and to take note of the same.

ITEM NO.11: To take on record the declaration by the directors and Senior Management Personnel's (SMP's) with respect to compliance with the Code of Conduct.

The Board will take on record the declaration made by the Directors & Senior Management Personnel's (SMP's) confirming the adherence with the Code of Conduct during the Financial year 2024-25.

ITEM NO.12: Review of the Statement of Related Party Transactions for the Quarter ended on 31st March, 2025.

The Board will consider and take on record the transactions undertaken during the quarter ended on 31st March, 2025 by the Company with its related parties, which were approved by the audit committee.

ITEM NO.13: Review of the Compliance Under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Board will review the compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Company's Code during the quarter ended 31st March, 2025.

ITEM NO.14: To Consider and approve the appointment of M/s Jaspreet Dhawan & Associates, Practising Company Secretary (CP. 8545) as the Secretarial Auditor of the Company for the Financial Year 2025-26.

As per the provisions of section 204 of the Companies Act, 2013, the Company has to appoint a Company Secretary, as the Secretarial Auditor of the Company for the financial year 2025-26, board will consider the appointment of M/s Jaspreet Dhawan & Associates, a Practising Company Secretary Firm (CP 8545) as Secretarial Auditor of the company for Financial Year 2025-26. The company has received the Consent from the firm.

ITEM NO.15: To consider the appointment of M/s Anu & Associates, chartered Accountant as the Internal Auditor of the Company for the Financial Year 2025-26.

As per the provisions of Section 138 of the Companies Act, 2013, the Company has to appoint Internal Auditor for the financial year 2025-26, board will consider the appointment of M/s Anu & Associates, Chartered Accountant as Internal Auditor of the company for Financial Year 2025-26.



ITEM NO.16: To authorise any person to file various E-Forms with the Ministry of Corporate Affairs (MCA) and various documents, intimation with the Bombay Stock Exchange (BSE) as when required during the Financial Year 2025-26.

The board shall authorised any Director/Company Secretary/Chief Financial Officer to file the various E-forms required to be file with the Ministry of Corporate Affairs, and to file various documents, intimations, make filing as required with the Bombay Stock Exchange for the Financial year 2025-26 on behalf of the Company.

ITEM NO.17: To take note of the report(s) as per various provisions of SEBI Regulations, for the Quarter and Year ended 31st March, 2025.

The chairman shall place before the Board the following report(s) submitted to stock exchanges as per various provisions of SEBI Regulations, for the Quarter and Year ended 31st March, 2025:-

Sr. No.	Particulars of the Report
1.	Window Trading Closure
2.	Reconciliation of Share Capital Audit Report
3.	Shareholding Pattern
4.	Statement of Grievance Redressal Mechanism
5.	Compliance Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018.
6.	Non - applicability of Corporate Governance under Regulation 27(2) of SEBI Regulations 2018.

ITEM NO.18: Any other matter with the permission of Chair and with the consent of majority of Directors present at the Meeting.

The board may discuss any other matter if required, only with the permission of Chair and with the consent of a majority of the Directors present in the meeting.

