



# 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

## NOTICE OF 02<sup>ND</sup> /2025-26 MEETING OF THE BOARD OF DIRECTORS

To,  
The Board of Directors  
**Zenlabs Ethica Limited**  
Plot no. 194-195, 3<sup>rd</sup> Floor, Industrial Area,  
Phase II, Ram Darbar, Chandigarh-160002, India

Respected Board Members,

Notice is hereby given that the 02<sup>nd</sup> /2025-26 Meeting of the Board of Directors of the Company will be held on Friday, August 08, 2025 at 2.00 P.M (IST) at Plot No. 194-L95, 3<sup>rd</sup> Floor, Industrial Area, phase II, Ram Darbar, Chandigarh -160002 India to transact the Business as mentioned in the Agenda.

The agenda along with the detail notes to agenda is enclosed herewith.

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

For **Zenlabs Ethica Limited**

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

**Date: July 31, 2025**  
**Place: Chandigarh**



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## AGENDA OF 02<sup>ND</sup> /2025-26 MEETING OF THE BOARD OF DIRECTORS

AGENDA FOR THE 02<sup>ND</sup> MEETING OF BOARD OF DIRECTORS OF ZENLABS ETHICA LIMITED TO BE HELD ON FRIDAY, AUGUST 08, 2025 AT 2.00 P.M (IST) 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 of the meeting.
2.	To Grant leave of absence, if any.
3.	To Ascertain the requisite quorum.
4.	To take note of the minutes of the previous board meeting held on May 12, 2025.
5.	To consider and approve the Un-Audited Financial Results for the Quarter ending June 30, 2025, according to Regulation 33 of SEBI (LODR) Regulations 2015 and to take on record Limited Review Report for Quarter ending June 30, 2025.
6.	To take on record Compliance Certificate received from CEO and CFO of the Company for the quarter ended on June 30, 2025 as per Regulation 33(2) (a) of the SEBI (LODR) Regulations 2015.
7.	To Consider, review and approve policies recommended by Audit Committee.
8.	To take note of the report(s) and certificate(s) as per various provisions of SEBI Regulations, for the Quarter ended June 30, 2025.
9.	Noting of matters reported under the Vigil Mechanism Policy of the Company for the quarter ended 30 <sup>th</sup> June, 2025.
10.	Noting of matters reported under the Policy of Prevention of sexual harassment (POSH) at workplace for quarter ended 30 <sup>th</sup> June, 2025.
11.	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  
M. No. A67831

Date: July 31, 2025  
Place: Chandigarh

## DETAIL NOTES TO AGENDA

### ITEM NO. 1:

#### **TO ELECT THE CHAIRMAN OF THE MEETING:**

The board of directors shall unanimously elect the chairman of the meeting, the chairman shall thereafter preside over the meeting, occupy the chair and welcome everyone at the meeting.

### ITEM NO. 2:

#### **TO GRANT LEAVE OF ABSENCE, IF ANY:**

Leave of Absence may be granted to that member of the Board who conveys his/her inability to attend the meeting

### ITEM NO.3:

#### **TO ASCERTAIN THE REQUISITE QUORUM:**

The Chairman shall ascertain the requisite quorum present at the meeting, thereafter he shall declare the meeting to be in order and commence with the proceeding of the meeting.

### ITEM NO.4:

#### **TO TAKE NOTE OF THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON MAY 12, 2025:**

The minutes of the previous meeting of Board of Directors of the company held on May 12, 2025 as circulated to the Board shall be confirmed and taken note of.

### ITEM NO.5:

#### **TO CONSIDER AND APPROVE THE UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON JUNE 30, 2025 AS PER REGULATION 33 OF SEBI (LODR) 2015 AND TO TAKE ON RECORD LIMITED REVIEW REPORT FOR QUARTER ENDING JUNE 30, 2025:**

The Chairman informed that pursuant to Regulation 33(3)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the un-audited interim standalone financial results of the Company, for the quarter ended June 30, 2025, was presented before the Board for their consideration and approval.

The Board shall consider the same and pass the following resolution unanimously:

**"RESOLVED THAT** pursuant to Regulations 33(3)(a) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Listing Regulations'), the un-audited interim standalone financial results of the Company for the quarter ended June 30, 2025 together with schedules and notes thereon, prepared in accordance with the Indian Accounting Standards and limited reviewed by M/s N Kumar Chhabra and Co, Chartered Accountants, and as reviewed and recommended by the Audit Committee and as laid before the Board of Directors be and are hereby approved and taken on record.



**RESOLVED FURTHER THAT** the un-audited interim standalone financial results be signed for and on behalf of the Board of the Company by Mr. Sanjay Dhir, Whole-Time Director of the Company.

**RESOLVED FURTHER THAT** Mr. Sanjay Dhir, Whole-Time Director or Ms. Manju Bala, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file results with the Stock Exchanges, and to do all such act, deeds, things and matters as may be required in this connection."

The limited review report for quarter ended June 30, 2025 on the un-audited interim standalone financial results of the Company, as issued by the M/s N Kumar Chhabra and Co, Statutory Auditors, shall be presented before the Board for review and noting. The Board shall take note of the limited review report on the un-audited interim standalone financial results of the Company.

**ITEM NO.6:**

**TO TAKE ON RECORD COMPLIANCE CERTIFICATE RECEIVED FROM CEO AND CFO OF THE COMPANY FOR THE QUARTER ENDED ON JUNE 30, 2025 AS PER REGULATION 33(2) (A) OF THE 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.

The Board shall take note of the certificate signed by Mr. Sanjeev Singal (CEO) and Mr. Adarsh Sharma (CFO) of the Company.

**ITEM NO.7:**

**TO CONSIDER, REVIEW AND APPROVAL OF POLICIES RECOMMENDED BY AUDIT COMMITTEE:**

Pursuant to the provision of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable rules and regulations thereunder, it was required to propose amendment in the following policies:

1. Code of Conduct for Prohibition of Insider Trading
2. Policy for Procedure for Inquiry in Case of Leak of Unpublished Price Sensitive Information/ Breach of the Code
3. Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information of Zenlabs Ethica Limited.
4. Vigil Mechanism Policy
5. Policy for Prevention of Sexual Harassment (POSH) at Workplace.



**The Board shall consider the same and passed the following resolution:**

**RESOLVED THAT** the draft of the following policies, containing the requisite information, as required under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable rules and regulations there under, and as recommended by the Audit Committee, be and is hereby approved:

1. Code of Conduct for Prohibition of Insider Trading
2. Policy for Procedure for Inquiry in Case of Leak of Unpublished Price Sensitive Information/ Breach of the Code.
3. Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information of Zenlabs Ethica Limited.
4. Vigil Mechanism Policy
5. Policy of Prevention of Sexual Harassment (POSH) At Workplace

**RESOLVED FURTHER THAT** Mr. Sanjay Dhir, Whole-Time Director or Ms. Manju Bala, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such steps as may be required to give effect to the aforesaid resolution.

**ITEM NO 8:**

**TO TAKE NOTE OF THE REPORT(S) AND CERIFICATES AS PER VARIOUS PROVISIONS OF SEBI REGULATIONS, FOR THE QUARTER ENDED JUNE 30, 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 ended 30<sup>th</sup> June, 2025:-

Sr. No.	Particulars of the Report
1.	Window Trading Closure
2.	Reconciliation of Share Capital Audit Report
3.	Shareholding Pattern
4.	Integrated Governance report
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.
7.	Structural Digital Database (SDD) Compliance Certificate

The Board shall be requested to take note of the same.



**ITEM NO 9:**

**NOTING OF MATTERS REPORTED UNDER THE VIGIL MECHANISM POLICY OF THE COMPANY FOR THE QUARTER ENDED 30TH JUNE, 2025:**

The Board shall take note of the matter reported under the Vigil Mechanism for the quarter and ended 30<sup>th</sup> June, 2025 pursuant to section 177(9) of the Companies Act, 2013.

The matter reported under Vigil Mechanism is as follows:

Nature	Complaints received	Complaints pending	Complaints resolved	Total
Vigil Mechanism	0	0	0	0

**ITEM NO 10.**

**NOTING OF MATTERS REPORTED UNDER THE POLICY OF PREVENTION OF SEXUAL HARASSMENT (POSH) AT WORKPLACE FOR QUARTER ENDED 30<sup>TH</sup> JUNE, 2025:**

The Board shall take note of the matter reported under the provisions of the Sexual harassment of Women at Workplace (prevention, prohibition & redressal) Companies Act, 2013 for the quarter and ended 30<sup>th</sup> June, 2025.

Nature	Complaints received	Complaints pending	Complaints resolved	Total
POSH	0	0	0	0

**ITEM NO.11**

**ANY OTHER MATTER WITH THE PERMISSION OF CHAIR AND WITH THE CONSENT OF A MAJORITY OF THE DIRECTORS PRESENT IN THE MEETING:**

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

