



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: 31.01.2026

NOTICE OF THE BOARD MEETING

Dear Sir/Ma'am,

Notice is hereby given that the meeting no. 05th/2025-26 of the Board of Directors of the Company will be held on Saturday, 07th February 2026 at 2.00 P.M at Plot No. 194-195, 3rd Floor, Industrial Area, phase II, Ram Darbar, Chandigarh -160002 India.

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

-sd-

SANJAY DHIR
WHOLE-TIME DIRECTOR
DIN: 02452461

Date: 31.01.2026
Place: Chandigarh



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AGENDA OF 05TH (2025-26) BOARD MEETING

AGENDA FOR THE 05TH (2025-26) MEETING OF BOARD OF DIRECTORS OF ZENLABS ETHICA LIMITED TO BE HELD ON SATURDAY, 07TH FEBRUARY 2026 AT 2.00 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 Audit Committee held on 08.11.2025
5.	To take note of the minutes of the previous Board meeting held on 08.11.2025
6.	To take on record the Compliance Certificate received from CEO and CFO of the Company for the Quarter ended on 31 st December 2025 as per Reg. 33 of SEBI (LODR) 2015
7.	To Consider and approve the Un-audited Financial Results for the Quarter ended on 31 st December 2025, as per Regulation 33 of SEBI(LODR) 2015
8.	To consider the appointment of Mr. Amit Kumar M.No ACS 78790 an Associate member of ICSI as the Company Secretary & Compliance Officer of the Company with immediate effect.
9.	To take note of resignation by Ms. Manju Bala M.No ACS 67831 Company secretary & Compliance officer with effect from 4 th December 2025
10.	To take note of the compliance as per various provisions of SEBI Regulations, for the Quarter ended 31st December, 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

-sd-

SANJAY DHIR
WHOLE TIME DIRECTOR
DIN: 02452461

C.C: To all the Board of Directors

NOTES ON AGENDA ITEMS FOR 05TH BOARD MEETING FOR THE YEAR 2025-26

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

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

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

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 note of the minutes of the previous Audit Committee held on 08.11.2025.

The Board to take note of the minutes of the previous meeting of Audit committee of the company held on 08th Day of November, 2025

ITEM NO.5: To take note of the minutes of the previous Board meeting held on 08.11.2025

The Board to take note of the minutes of the previous meeting of Board of directors of the company held on 08th, Day of November, 2025.

ITEM NO.6: To take on record the Compliance Certificate received from CEO and CFO of the Company for the Quarter ended on 31st December, 2025 as per Reg. 33 of SEBI (LODR) 2015.

The Chairman shall place before the Board, Certificate received from CEO and 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 to take note of the certificate signed by Mr. Sanjeev Singal (CEO) and Mr. Adarsh Sharma (CFO) of the Company.

ITEM NO.7: To Consider and approve the Un-audited Financial Results for the Quarter ended on 31st December, 2025 as per Regulation 33 of SEBI (LODR) 2015.

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 December 31, 2025, will be placed before the Board for their consideration and approval.

The limited review report for quarter ended December 31, 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.

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 December 31,2025 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 Firm No. 000837N 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 be and are hereby authorized to file financial results with the Stock Exchanges, and to do all such act, deeds, things and matters as may be required in this connection."

ITEM NO. 8: To consider the appointment of Mr. Amit Kumar M.No ACS 78790 an Associate member of ICSI as the Company Secretary & Compliance Officer of the Company with immediate effect.

To consider the appointment of Mr. Amit Kumar as the Company Secretary & Compliance Officer of the Company, Mr. Amit Kumar, an Associate member of ICSI, is proposed to be appointed as the Company Secretary Cum Compliance officer.

As per the Section 203 of the Companies Act, 2013, and Regulation 6 (1) of the SEBI (LODR) 2015 the Company has to appoint a Company Secretary, as the Compliance officer of the Company, Board will consider the appointment of Mr. Amit Kumar M.No ACS 78790 Company Secretary as the Compliance officer of the Company, subject to the terms and condition as mentioned in the appointment letter tabled before the Board.

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

"RESOLVED THAT pursuant to the provisions of Section 203 of the Companies Act, 2013 ("the Act") read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 6(1) of SEBI (LODR) Regulations, 2015, Mr. Amit Kumar, an Associate Member (having Membership No. ACS 78790) of the Institute of Company Secretaries of India, be and is hereby appointed as the Company Secretary and Compliance Officer of the Company with effect from 07th February, 2026, to perform such duties and functions as are required to be performed under Section 205 of the Companies Act, 2013 read with Regulation 6(1) of SEBI (LODR) Regulations, 2015 including but not limited to such other duties as may be assigned by the Board of Directors from time to time on such terms and conditions as contained in the draft letter of appointment tabled before the Board."

"RESOLVED FURTHER THAT Mr. Sanjay Dhir whole time Director (DIN: 02452461) of the Company be and is hereby authorized to sign and file e-form DIR-12 and such other forms and documents as may be necessary with the Registrar of Companies, Chandigarh and make entries in the statutory records and registers of the Company and to do all such acts, deeds and things as may be necessary or expedient thereto to give effect to the aforesaid resolution"

ITEM NO.09: To take note of resignation by Ms. Manju Bala M.No ACS 67831 Company secretary & Compliance officer with effect from 4th December 2025

The Board to take note of the resignation of Ms. Manju Bala M.No ACS 67831 Company Secretary and Compliance Officer of the Company, dated 20th November, 2025 with effect from 04th December, 2025

ITEM NO. 10: To take note of the compliances as per various provisions of SEBI Regulations, for the Quarter ended 31st December, 2025

Board to take note of the following compliances made for the quarter ended 31st December 2025:

Sr. No.	Particulars of the Report
1.	Window Trading Closure
2.	Compliance Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018.
3.	Shareholding Pattern
4.	Statement of Grievance Redressal Mechanism
5.	Non - applicability of Corporate Governance under Regulation 27(2) of SEBI Regulations 2018.
6.	Announcement under Regulation 30 (LODR)-Change in Management
7.	Integrated Filing (Governance)
8.	Reconciliation of Share Capital Audit Report
9.	Integrated Filing (Finance) for the quarter ended 30 th September 2025

ITEM NO. 11: The Board may consider any other business that may be brought before the meeting with the permission of the Chair and with the consent of a majority of the Directors present.