



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

NOTICE OF THE BOARD MEETING

Respected Board Members,

Notice is hereby given that the Meeting No. 01/2026-27 of the Board of Directors of the Company will be held on Friday, 29th May 2026 at Plot No. 194-195, 3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh -160002, India at 04.00 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

SANJAY DHIR
WHOLE TIME DIRECTOR
DIN: 02452461

Date: 22.05.2026
Place: Chandigarh



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AGENDA FOR THE 01st MEETING OF BOARD OF DIRECTORS OF ZENLABS ETHICA LIMITED TO BE HELD ON FRIDAY, 29TH MAY 2026 AT 04.00 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.

AGENDA OF 01st (2026-27) BOARD MEETING

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 07.02.2026
5.	To take note of the minutes of the previous Audit Committee held on 07.02.2026
6.	To take note of the minutes of the previous Nomination and Remuneration Committee held on 07.02.2026
7.	To take on record disclosures of Directors Interest Pursuant to Section 184 of Companies Act, 2013
8.	To take on record disclosures from Director's regarding Non disqualification pursuant to Section 164(2) of Companies Act, 2013
9.	To take on record declaration received from all Independent Non-executive Directors Pursuant to Section 149 (7) of the Companies Act, 2013.
10.	To take on record the Declaration by the Directors and Senior Management Personnel with respect to compliance with the Code of Conduct.
11.	To Consider and approve the Audited Financial Results for the Quarter and Year ended on 31 st March, 2026, as per Regulation 33 of SEBI(LODR) Regulations 2015
12.	To Consider and approved audited Auditor's Report with unmodified opinion on Financial results for the quarter and year ended 31 st March, 2026 as per Reg. 33 of SEBI (LODR) Regulations, 2015
13.	To take on record Compliance Certificate received from CEO/CFO of the Company for the quarter and Year ended on 31 st March, 2026 as per Regulation 33(2) (a) of the SEBI (LODR) Regulations 2015.
14.	To take note of resignation by Mr. Amit Kumar (M. No ACS 78790) Company secretary & Compliance officer with effect from 2 nd March 2026.
15.	To consider the appointment of Mr. Nikunj Goel (M. No 79297) an Associate member of ICSI as the Company Secretary & Compliance Officer of the Company with immediate effect.
16.	Review of the Statement Of Related Party Transactions For The Quarter ended on 31 st March, 2026.
17.	To consider the appointment of Mr. Jaspreet Singh Dhawan, (CP-8545) Practicing Company Secretary as Secretarial Auditor for the Financial Year 2026-27.
18.	To consider the appointment of M/s Anu & Associates, chartered Accountant as the Internal Auditor of the Company for the Financial Year 2026-27.



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19.	To authorise to file E-forms with Ministry of Corporate Affairs and other government authorities.
20.	To take note of disclosures and intimations filed by the company under SEBI Regulations for the Quarter and Year ended 31st March, 2026.
21.	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

SANJAY DHIR
WHOLE TIME DIRECTOR
DIN: 02452461

C.C: To all the Board of Directors

NOTES ON AGENDA ITEMS FOR 01st BOARD MEETING FOR THE YEAR 2026-27.

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, 2026 will be placed before the Board for noting and approval.

ITEM NO.5: TO TAKE ON RECORD THE MINUTES OF THE PREVIOUS AUDIT COMMITTEE MEETING.

The minutes of the previous meeting of Audit Committee of the company held on 07th February, 2026 will be placed before the Board for noting and approval.

ITEM NO.6: TO TAKE ON RECORD THE MINUTES OF THE PREVIOUS NOMINATION AND REMUNERATION COMMITTEE MEETING.

The minutes of the previous meeting of Nomination and Remuneration Committee of the company held on 07th February, 2026 will be placed before the Board for noting and approval.

ITEM NO.7: TO TAKE ON RECORD DISCLOSURES OF DIRECTORS INTEREST PURSUANT TO SECTION 184 (1) OF THE COMPANIES ACT, 2013

The Company has received Form MBP-1 disclosures from the Directors for the Financial Year 2026-27. The Board is requested to take the same on record and authorise preservation of the disclosures in the statutory records of the Company.

ITEM NO.8: TO TAKE ON RECORD DISCLOSURES FROM DIRECTOR'S REGARDING NON DISQUALIFICATION PURSUANT TO SECTION 164(2) OF COMPANIES ACT, 2013

The Chairman shall place before the Board the disclosures received from the Directors of the Company under Section 164(2) of the Companies Act, 2013, and the Board is requested to take note of the same.

ITEM NO.9: 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 shall take on record the declarations furnished by all Independent Non-Executive Directors, as required under Section 149(7) of the Companies Act, 2013, in the prescribed format, confirming their compliance with the criteria of independence for the Financial Year 2026-27.

ITEM NO.10: 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 and Senior Management Personnel (SMPs) confirming adherence to the Code of Conduct during the financial year 2026-27

ITEM NO.11: TO CONSIDER AND APPROVE THE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31ST MARCH, 2026, AS PER REGULATION 33 OF SEBI (LODR) 2015

The Chairman shall inform the Board that the Audited Financial Results of the Company for the Quarter and Financial Year ended 31st March, 2026, duly reviewed by the Audit Committee and audited by the Statutory Auditors, shall be placed before the meeting for consideration and approval. The Board shall peruse the Financial Results and shall discuss the performance and financial position of the Company in detail. After due deliberations and upon considering the recommendations of the Audit Committee, the Board shall express its satisfaction with the same and shall thereafter pass the following resolution:

"RESOLVED THAT the Audited Financial Results of the Company for the quarter and financial year ended 31st March, 2026, as placed before the meeting and initialled by the Chairman for the purpose of identification, be and are hereby approved and adopted.

RESOLVED FURTHER THAT Mr. SANJAY DHIR, Whole Time Director of the company, be and is hereby authorised to sign the said Financial Results and to submit the same to the Stock Exchange(s) in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with other required documents, and to do all such acts, deeds and things as may be necessary in this regard."

ITEM NO.12: TO TAKE NOTE OF AUDITOR'S AUDIT REPORT WITH UNMODIFIED OPINION ON THE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31ST MARCH 2026 AS PER REG. 33 OF THE SEBI (LODR) REGULATIONS, 2015.

The chairman shall place before the Board the Auditor's Audit Report with unmodified opinion on the Financial Results for the Quarter and Year ended on 31st March 2026 as per Reg. 33 of the SEBI (LODR) Regulations, 2015 for their consideration and to take note of the same.

ITEM NO.13: TO TAKE ON RECORD THE COMPLIANCE CERTIFICATE RECEIVED FROM CEO/CFO OF THE COMPANY FOR THE QUARTER AND YEAR ENDED ON 31ST MARCH, 2026 AS PER REG. 33(2)(A) OF SEBI (LODR) REGULATIONS, 2015.

The Chairman placed before the Board the certificate received from the CEO/CFO under Regulation 33(2)(a) of the SEBI (LODR) Regulations, 2015, and the Board shall take note of the same.

ITEM NO.14: TO TAKE NOTE OF RESIGNATION BY MR. AMIT KUMAR (M. NO ACS 78790) COMPANY SECRETARY & COMPLIANCE OFFICER WITH EFFECT FROM 2ND MARCH 2026.

The Chairman shall inform the Board about the resignation letter submitted by Mr. Amit Kumar to vacate his office as the Company Secretary and Compliance Officer of the Company with effect from 2nd March, 2026. The Board is requested to take note of the same.

ITEM NO.15: TO CONSIDER THE APPOINTMENT OF MR. NIKUNJ GOEL (M. NO 79297) AN ASSOCIATE MEMBER OF ICSI AS THE COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY WITH IMMEDIATE EFFECT.

The chairman shall place before the board the consent letter received from Mr. Nikunj Goel an Associate member of the Institute of the Company Secretaries of India, to act as the Company Secretary & Compliance Officer of the company.

After due deliberations, the board is requested to pass the following resolution with or without any amendment:

“**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. Nikunj Goel, an Associate Member (having Membership No. ACS 79297) 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 29th May, 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 (DIN: 02452461) Whole Time Director 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.16: REVIEW OF THE STATEMENT OF RELATED PARTY TRANSACTIONS FOR THE QUARTER ENDED ON 31ST MARCH, 2026.

The Board shall consider and take on record the related party transactions entered into by the Company during the quarter ended 31 March 2026, which have been approved by the Audit Committee.

ITEM NO.17: TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF M/S JASPREET DHAWAN & ASSOCIATES, PRACTISING COMPANY SECRETARY (CP. 8545) AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27.

The chairman will appraise the board that under the section 204 of the companies act, 2013, the company is required to appoint a practising company secretary, as the secretarial auditor of the company for the financial 2026-27. After due deliberations the board shall pass the following resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the applicable rules thereunder, and subject to other applicable provisions, if any, consent of the Board be and is hereby accorded to re-appoint M/s Jaspreet Dhawan & Associates, a Practising Company Secretary Firm (CP 8545) as the Secretarial Auditor of the Company for conducting the secretarial audit for the financial year 2026-27.”

ITEM NO.18: TO CONSIDER THE RE-APPOINTMENT OF M/S ANU & ASSOCIATES, CHARTERED ACCOUNTANT AS THE INTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27.

The chairman shall apprise the board that under section 138 of the Companies Act, 2013, the company needs to appoint an internal auditor for the financial year 2026-27. After considering the matter the board shall pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 138 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Board of Directors be and is hereby accorded to re-appoint M/s Anu & Associates, Chartered Accountant as the Internal Auditor of the company for Financial Year 2026–27.

RESOLVED FURTHER THAT the Internal Auditor shall be appointed on such terms and conditions, including remuneration, scope of work, and reporting requirements, as may be mutually agreed between the Company and the Internal Auditor.”

ITEM NO.19: 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 2026-27.

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 2026-27 on behalf of the Company.

ITEM NO.20: TO TAKE NOTE OF DISCLOSURES AND INTIMATIONS FILED BY THE COMPANY UNDER SEBI REGULATIONS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2026.

The chairman shall place before the Board the following disclosures and intimations filed by the company to stock exchange as per various provisions of SEBI Regulations, for the Quarter and Year ended 31st March,2026:-

Sr. No.	Particulars of the Report
1.	Window Trading Closure
2.	Reconciliation of Share Capital Audit Report
3.	Shareholding Pattern
4.	Integrated Governance
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.21: 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.