



ZENLABS ETHICA LIMITED

(FORMERLY KNOWN AS NEELKANTH TECHNOLOGIES LIMITED)

23rd ANNUAL REPORT

FOR THE FINANCIAL YEAR ENDED

31.03.2016

BOARD OF DIRECTORS

Mr. Sanjeev Kumar (DIN -01154896)	:	Managing Director, Promoter Executive Director
Mr. Harpreet Singh Kalra(DIN - 00834180) [upto 09/11/2015 and w.e.f.1 st June, 2016]	:	Promoter Executive Director
Mr. Sanjay Dhir (DIN: 02452461) (w.e.f. 11th August, 2016)	:	Promoter Executive Director
Mr. Satish Kumar (DIN - 00763060)	:	Promoter Non-executive Director
Ms. Him Jyoti (DIN - 02398927)	:	Promoter Non-executive woman Director
Mr. Narang Singh(DIN - 02483894)	:	Independent Non-executive Director
Mr. Pawan Sharma (DIN - 02512690)	:	Independent Non-executive Director
Mr. Ashok Kumar Gupta (DIN – 07330108) [w.e.f. 09/11/2015]	:	Independent Non-executive Director
Mr. Chander Sheel Baweja (DIN: 07346412) (w.e.f.1 st June, 2016)	:	Independent Non-executive Director
Mr. Anurag Malhotra (DIN: 07552713) (w.e.f. 11th August, 2016)	:	Independent Non-executive Director

AUDITORS

M/s. Shiv K Gupta & Associates,
Chartered Accountants. Chandigarh

BANKERS

Bank of India, HDFC Bank, Corporation Bank

COMPANY SECRETARY

Swati Vijan (w.e.f. 1st June 2016)

REGISTRARS AND TRANSFER AGENTS

Bigshare Services Private Limited
E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka,
Andheri (East),
Mumbai – 400 072
Tel.: Fax. : 022-4043 0200
E-Mail:investor@bigshareonline.com:

REGISTERED OFFICE

Plot No. 194-195, 3rd Floor,
Industrial Area, Phase II, Ram Darbar, Chandigarh-160002
CIN: L74900CH1993PLC033112
Tel.: 0172-4651105 / 3920738 Fax. : 0172-2656855,
E-Mail: queries@zenlabsethica.com
Website: www.zenlabsethica.com

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23rd Annual General Meeting

Date: 30th September, 2016

Day: Friday

Time: 11.00 a.m.

Place: Plot No.194-195, 3rd floor, Industrial Area, Phase II
Ram Darbar, Chandigarh – 160002.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE COMPANY ZENLABS ETHICA LIMITED (FORMERLY KNOWN AS NEELKANTH TECHNOLOGIES LIMITED) WILL BE HELD ON FRIDAY, THE 30TH DAY OF SEPTEMBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 194-195, 3RD FLOOR, INDUSTRIAL AREA, PHASE II, RAM DARBAR, CHANDIGARH-160002 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the year ended 31st March, 2016 together with the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Satish Kumar (DIN - 00763060) Director of the company who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force), M/s. Vijay Darji and Associates, Chartered Accountants, Mumbai (Firm Registration No. 118614W with ICAI), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (subject to ratification of such appointment by Members at every Annual General Meeting) till the conclusion of the 28th Annual General Meeting of the Company on such remuneration as may be decided by the Audit Committee / Board of Directors of the Company from time to time.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and Regulations 17, 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Ashok Kumar Gupta (DIN: 07330108) who was appointed by the Board of Directors as an additional Director pursuant to provisions of section 161 of the Companies Act, 2013 (“Act”) and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from November 9, 2015 to November 8, 2020.”

5. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if

any of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and Regulations 17, 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Chander Sheel Baweja (DIN: 07346412) who was appointed by the Board of Directors as an additional Director pursuant to provisions of section 161 of the Companies Act, 2013 ("Act") and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from June 1, 2016 to May 31, 2021."

6. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and Regulations 17, 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Anurag Malhotra (DIN: 07552713) who was appointed by the Board of Director as an additional Director pursuant to provisions of section 161 of the Companies Act, 2013 ("Act") and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as a n Independent Director of the Company to hold office for a period of five consecutive years from August11, 2016 to August10, 2021."

7. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Harpreet Singh Kalra (DIN: 00834180) who was appointed as an additional Director of the Company with effect from 1st June, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed a Director of the Company."

8. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Sanjay Dhir (DIN: 02452461) who was appointed as an additional Director of the Company with effect from 11th August, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013("Act") and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed a Director of the Company."

9. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below for the period 1st April, 2016 to 31st March, 2021.

Sr. No.	Name of the Related parties	Name of Director / KMP who is related and nature of Relationship	Nature of Transaction	Amount (Rs in crore)
1	Preet Remedies Private Limited	Mr. Satish Kumar, Mr. Sanjeev Kumar, Mr. Harpreet Singh Kalra & Mr. Sanjay Dhir are common Directors of the company	Purchase of Traded goods	80
2	Quxotic Healthcare	Mr. Sanjeev Kumar, Mr. Satish Kumar, Mr. Harpreet Singh Kalra & Him Jyoti are partners of the firm.	Purchase of Traded goods	75
3	Alpha products	Preet Remedies Pvt. Ltd (group company with common directors)	Purchase of Traded goods	30
4	Ultrachiron healthcare Private Limited	Mr. Sanjeev Kumar is a common Director.	Purchase of Traded goods	15
5	Oasis Pharma & Phytomolecule Private Limited	Mr. Satish Kumar, Mr. Sanjeev Kumar, Mr. Harpreet Singh Kalra & Mr. Sanjay Dhir are common Directors of the company	Purchase of Traded goods	25

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters & things to finalise the terms and conditions as may be considered necessary, expedient or desirable, in order to give effect to this Resolution."

On behalf of the Board
For Zenlabs Ethica Limited
(Formerly known as Neelkanth Technologies Limited)

Date: 01st September, 2016
Place: Chandigarh.

Sd/-
Satish Kumar
Director
DIN: 00763060

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.** A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than 48 hours before the Commencement of the meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
 2. **Every** member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
 3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
 4. The Company has notified closure of Register of Members and Share Transfer Books from Friday, September 23rd, 2016 to Friday, September 30th, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
 5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 6. In case of joint holders attending 23rd Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the 23rd Annual General Meeting.
 8. Brief profile of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 27(2) of SEBI (LODR) Regulations, 2015 with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
- The Ministry of Corporate Affairs, New Delhi (MCA) has taken a "Green Initiative" by permitting paperless compliance by companies vide its Circular No. 17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 after considering certain provisions of the Information Technology Act, 2000 and has clarified that the service of documents by a company can be made through electronic mode instead of sending physical copy of document(s). In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your E-Mail ID with RTA.

10. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2015 - 2016 are being sent by e- mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
11. Members holding shares in electronic form may note that as per the regulations of NSDL and CDSL, the Company is obliged to print the details on the dividend warrants as furnished by these Depositories i.e. bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to their DPs.
12. Members are advised to register/update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
13. Members desiring any relevant information on accounts at the 23rd Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 23rd Annual General Meeting, so as to enable the Company to keep the information ready.
14. Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e. Pan Card / Driving licence / Passport Copy, if any, at the entrance of venue.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
16. Members, who hold shares in:
 - a. Multiple De-mat accounts and/ or
 - b. One or more folios in physical form are advised to consolidate their holdings in single De-mat account.
17. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
18. Members please note that as a measure of economy, copies of the 23rd Annual Report will not be distributed at the 23rd Annual General Meeting venue.
19. Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e- voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.
20. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to

their share in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 23rd, 2016, may cast their vote electronically.

21. In Compliance with the provisions of section 108 of the Act and the Rules framed thereunder, and the Regulation 44 of the SEBI (LODR) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed by Members though Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the AGM.
22. Mr. Jaspreet Singh Dhawan, Practicing Company Secretary (Membership No. 23227) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e- voting process) in a fair and transparent manner.
23. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remove e-voting or by ballot form shall be above to exercise their right at the meeting.
24. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
25. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast though ballot Form shall be treated as invalid.
26. Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Jaspreet Singh Dhawan, Practicing Company Secretary (Membership No. 23227), at the Registered Office of the Company not later than Thursday, September 29th, 2016 (5.00 p.m. IST). Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to queries@zenlabsethica.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach M/s Bigshare Services Private Limited. Unit: Neelkanth Technologies Limited E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 not later than Thursday, September 29, 2016 (5.00 p.m. IST) Assent/Dissent Form received after this date will be treated as invalid.
27. The instructions for shareholders voting electronically are as under:
 - i. The voting period begins on Tuesday the September 27, 2016 (9.00 a.m. IST) and ends on Thursday, September 29th 2016 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date Friday the September 23, 2016 of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com.

- iii. Click on Shareholders.
- iv. Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.