



# **ZENLABS ETHICA LIMITED**

**(FORMERLY KNOWN AS NEELKANTH TECHNOLOGIES LIMITED)**

***24th ANNUAL REPORT***

***FOR THE FINANCIAL YEAR ENDED***

***31.03.2017***

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**24th ANNUAL GENERAL MEETING**

Date: 29th September, 2017

Day: Friday

Time: 11.00 a.m.

Place: Plot No.194-195, 3rd floor, Industrial Area, Phase II

Ram Darbar, Chandigarh – 160 002.

**BOARD OF DIRECTORS**

Mr. Sanjeev Kumar (DIN-01154896)	:	Promoter Executive Director Managing Director, CEO
Mr. Harpreet Singh Kalra (DIN-00834180) (w.e.f.1 <sup>st</sup> June, 2016)	:	Promoter Executive Director
Mr. Sanjay Dhir (DIN: 02452461) (w.e.f. 11th August, 2016)	:	Promoter Whole time Director, CFO
Mr. Satish Kumar (DIN-00763060)	:	Promoter Non-executive Director
Ms. HimJyoti (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)	:	Independent Non-executive Director
Mr. Chander Sheel Baweja (DIN: 07346412) (w.e.f.1 <sup>st</sup> June, 2016)	:	Independent Non-executive Director
Mr. Anurag Malhotra (DIN: 07552713) (w.e.f. 11th August, 2016)	:	Independent Non-executive Director

**AUDITORS**

M/s.Vijay Darji and Associates,  
Chartered Accountants

**BANKERS**

Bank of India  
HDFC Bank  
Corporation Bank

**REGISTRARS AND TRANSFER AGENTS**

Bigshare Services Private Limited  
E/2,Ansa Industrial Estate, Saki Vihar Road,  
Saki Naka, Andheri (East), Mumbai-400072  
Tel.: Fax: 022-40430200  
E-Mail:investor@bigshareonline.com:

**REGISTERED OFFICE**

PlotNo.194-195, 3<sup>rd</sup> Floor,  
Industrial Area, Phase II, Ram Darbar, Chandigarh-160002  
CIN: L74900CH1993PLC033112  
Tel.:0172-4651105/3920738Fax.:0172-2656855,  
E-Mail: queries@zenlabsethica.com  
Website:[www.zenlabsethica.com](http://www.zenlabsethica.com)

**COMPANY SECRETARY**

Swati Vijan (Upto 31<sup>st</sup> May, 2017)

Harmilan Kaur (w.e.f. 3<sup>rd</sup> August 2017)

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE COMPANY ZENLABS ETHICA LIMITED (FORMERLY KNOWN AS NEELKANTH TECHNOLOGIES LIMITED) WILL BE HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2017 AT 11.00 A.M. 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:

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements for the year ended 31st March, 2017 together with the reports of Directors and Auditors thereon.
2. To declare a dividend at the rate of Rs. 0.25 per Equity Share of the company for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Ms. Him Jyoti (DIN - 02398927) Director of the company who retires by rotation and being eligible offers herself for re-appointment.
4. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

#### **Ratification of Appointment of Auditors**

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

**“RESOLVED THAT** pursuant to Section 139 and other applicable provisions of the of the Companies Act, 2013 (“Act”), read with the Companies (Audit & Auditors) Rules, 2014 framed there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), pursuant to the resolution passed by the members at the AGM held on September 30, 2016 the appointment of M/s. Vijay Darji and Associates, Chartered Accountants, as the Statutory Auditors of the Company to hold office till the conclusion of the 28th AGM to be held in the calendar year 2021 be and is hereby ratified and that the board of directors be and is hereby authorised to fix the remuneration plus service tax, out-of pocket travelling and living expenses, etc., payable to them for the financial year ending March 31, 2018 as may be mutually agreed between the auditors and Board of Directors.”

### **SPECIAL BUSINESS:**

5. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

To re-designate Mr. Sanjay Dhir, (DIN: 02452461) as Whole time Director of the Company.

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for re-designation of Mr. Sanjay Dhir, (DIN: 02452461) as Whole time Director, designated as Executive Director of the Company, for a period of 5 (Five) years with effect from April 01, 2017 and whose office shall be liable to determination by retirement of Directors by rotation, at remuneration of Rs 1,60,000/- P. M. and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Sanjay Dhir, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Date: August 30, 2017  
Place: Chandigarh.

Sd/-  
Satish Kumar  
Chairman  
DIN: 00763060

**NOTES:**

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
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 22<sup>nd</sup>, 2017 to Friday, September 29<sup>th</sup>, 2017 (both days inclusive).
5. The company has fixed September 22, 2017 as the "Record Date" for determining entitlement of members to dividend for the financial year ended March 31, 2017.
6. The dividend on equity shares, if declared at the meeting as recommended by the Board of Directors, will be credited/dispatched between September 30, 2017 and October 27, 2017 to those members whose names appear on the Company's Register of Members on the Record Date, in respect of the shares held in dematerialized mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
7. 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.
8. In case of joint holders attending Annual General Meeting, only such jointholder who is higher in the order of names will be entitled to vote.
9. 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 24th Annual General Meeting and at the venue of AGM.

8. In terms of Section 152 of the Companies Act, 2013, Ms. Him Jyoti (DIN - 02398927), Director, retire by rotation at the Meeting and being eligible, offer herself for reappointment. The Board of Directors of the Company recommends her re-appointment. Brief resume of Director is given here under:

Sr. No	Particular	Details
1	Name of Director	Ms. Him Jyoti
2	DIN	02398927
3	Date of Appointment	25/03/2015
4	No of Shares Held of Company as on 31.03.2017	nil
5	Directorship in other Company	1. Zenlabs Ethica Limited 2. Quadriga Biotech Private Limited
6	Chairman/Member of Committees of Companies	Stakeholders' Relationship Committee (Member)
7	Qualification	M. Pharma
8	Functional Area	Pharma Sector

9. 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 2016 - 2017 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. 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 24th 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 24th 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. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 20.
19. Members please note that as a measure of economy, copies of the 24th Annual Report will not be distributed at the 24th Annual General Meeting venue.
20. Information and other instructions relating to e-voting are as under:
  - (i) The voting period begins on Tuesday the 26th day of September, 2017 (9.00a.m.IST) and ends on Thursday, the 28th day of September, 2017 (5.00p.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 22, 2017 (Record Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date (record date) of Friday, September 22, 2017.
- (iv) Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date and not casting their vote electronically, may cast their vote at the AGM venue. Facility will be available at the venue.
- (v) The company has appointed Amit Jalan & Associates, Chartered Accountants, (FRN: 142553W) as the scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on Friday, September 22, 2017.
- (vi) The scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman.
- (vii) The chairman shall declare the result of the voting forthwith. The results declared along with the scrutinizer's report shall be placed on the company's website i.e. [www.zenlabsethica.com](http://www.zenlabsethica.com) and on the website of CDSL and shall simultaneously forward the results to stock exchange i.e. BSE Limited.
- (viii) Voting will be provided to the members through e-voting and/or at the AGM venue by ballot paper. A member can opt for only one mode of voting i.e. either through e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting at AGM shall be treated as invalid.
- (ix) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (x) Click on Shareholders.
- (xi) 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.

- (xii) Next enter the Image Verification as displayed and Click on Login.
- (xiii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (xiv) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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 number of shares held by you as on the cut-off date in the Dividend Bank details.</li> </ul>

- (xv) After entering these details appropriately, click on "SUBMIT" tab.
- (xvi) 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