



ZENLABS ETHICA LIMITED

25th ANNUAL REPORT

FOR THE FINANCIAL YEAR ENDED

31.03.2018

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25th ANNUAL GENERAL MEETING

Date: 29th September, 2018

Day: Saturday

Time: 11.30 a.m.

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

BOARD OF DIRECTORS

Mr. Sanjeev Kumar (DIN-01154896)	:	Promoter Executive Director Managing Director, CEO
Mr. Harpreet Singh Kalra (DIN-00834180)	:	Promoter Non-Executive Director
Mr. Sanjay Dhir (DIN: 02452461)	:	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. Ashok Kumar Gupta (DIN – 07330108)	:	Independent Non-executive Director
Mr. Chander Sheel Baweja (DIN: 07346412)	:	Independent Non-executive Director
Mr. Anurag Malhotra (DIN: 07552713)	:	Independent Non-executive Director

AUDITORS

M/s. Vijay Darji and Associates,
Chartered Accountants
1062, 10th Floor, Solaris Hubtown,
N S Phadke Marg
Andheri East, Mumbai
Tel.: 022-26830424

BANKERS

HDFC Bank Ltd.

REGISTRARS AND TRANSFER AGENTS

Bigshare Services Private Limited
Bharat Tin Works Building, 1st Floor
Opp. Vasant Oasis Next to Keys Hotel
Makwana Road, Andheri – East
Mumbai – 400059
Tel.: 022 – 62638200
[E-Mail: investor@bigshareonline.com](mailto:investor@bigshareonline.com)

REGISTERED OFFICE

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

COMPANY SECRETARY

Harmilan Kaur (w.e.f. 3rd August 2017)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE COMPANY ZENLABS ETHICA LIMITED WILL BE HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2018 AT 11.30 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 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Harpreet Singh (DIN - 00834180) Director of the company who retires by rotation and being eligible offers himself for re-appointment.
3. **To Ratify the 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 Section 142 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 goods and service tax, out-of pocket and travelling expenses, etc., payable to them for the financial year ending March 31, 2019 as may be mutually agreed between the auditors and Board of Directors.”

SPECIAL BUSINESS:

4. **To Capitalize the Company's profits to issue Bonus Shares**

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

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time in force) and clause 202 of Articles of Association of the company and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws and upon recommendation of the Board of Directors and subject to approval of members at the ensuing Annual General Meeting of the Company shall issue fully paid bonus share in the ratio of 1:20 i.e. 1 (one) new equity bonus share of Rs 10/- each for every 20 (Twenty) existing equity shares of Rs 10/- each fully paid up by capitalizing a sum of Rs 31,00,010 (Rupees Thirty One lac and ten only) out of sum standing to the credit of Profit and loss account of Reserves and surplus of the Company to be allotted and distributed as fully paid up Bonus shares to the members whose name appear in

the Register of Members as maintained by the RTA and list of Beneficial owners as received from NSDL and CDSL on such record date as may be determined by the Board.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form.

RESOLVED FURTHER THAT the new Equity Shares shall be allotted subject to the Companies Act, 2013 and Articles of Association of the Company and shall rank pari passu with the existing equity shares for the purpose of any rights of the shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper.”

On behalf of the Board
For Zenlabs Ethica Limited

Date: 25th August, 2018
Place: Chandigarh.

Sd/-
Sanjeev Kumar
Managing Director
DIN: 01154896

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/herself 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 (on or before 27/09/2018; 11:30am IST). A proxy form for the AGM is enclosed.

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.

2. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company provided that not less than three days of notice in writing is given 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 Saturday, 22nd September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
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 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 25th Annual General Meeting and at the venue of AGM.
8. In compliance with Section 108 of the Act, read with corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the National Securities Depository Limited (NSDL). The facility for voting will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice
9. In terms of Section 152 of the Companies Act, 2013, Mr. Harpreet Singh (DIN -00864180), Director, retire by rotation at the Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company recommends his re-appointment. Brief resume of Director is given here under:

Sr. No.	Particular	Details
1	Name of Director	Mr. Harpreet Singh
2	DIN	00864180
3	Date of Appointment	01/06/2016
4	No of Shares Held of Company as on 31.03.2018	6,46,626
5	Directorships in other Companies	Preet Remedies Limited Quadriga Biotech Private Limited Oasis Pharma And Phytomolecules Private Limited Zen Labs India Private Limited
6	Chairman/Member of Committees of Companies	--
7	Experience	Over 25 years of experience in Pharma manufacturing sector

10. 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.
11. 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 2017-2018 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.
12. 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.
13. 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.
14. Members desiring any relevant information on accounts at the 25th 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 25th Annual General Meeting, so as to enable the Company to keep the information ready.
15. 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 / Aadhaar Card/ Driving Licence / Passport Copy, if any, at the entrance of venue.

16. 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.
17. 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.
18. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
19. 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. 21.
20. Members please note that as a measure of economy, copies of the 25th Annual Report will not be distributed at the 25th Annual General Meeting venue.
21. Information and other instructions relating to e-voting are as under:
- (i) The voting period begins on Wednesday the 26th day of September, 2018 (9.00 a.m. IST) and ends on Friday, the 28th day of September, 2018 (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 21st September, 2018 (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 the 21st September, 2018.
 - (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 Mr. Ajit Singh, Practicing Company Secretary, M/s Singh Ajit & Associates (FCS 5328; CP 8543) 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 the 21st September, 2018.
 - (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 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.
- (x) Click on Shareholders.
- (xi) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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"> 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. 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.
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.

- (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 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.

- (xvii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xviii) Click on the EVSN (180830028) for the relevant ZENLABS ETHICA LIMITED on which you choose to vote.
- (xix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xx) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xxi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xxii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xxiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xxiv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxv) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.