



ZENLABS ETHICA LIMITED

30th ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2023

About Zenlabs

ZENLABS ETHICA LIMITED is one of the top 10 pharmaceutical contract marketing and trading companies in India that markets and distribute a wide range of branded drugs including Gastrointestinal disorders, Anti-Diabetics, Anti-Hypertensive Drugs, Anti-Infective, Soaps & Anti-Bacterial Drugs, Nutraceuticals, etc., Zenlabs Ethica Ltd. boasts of a comprehensive global network. The company has been launched in collaboration with Zenlabs Pharmaceutical Inc, Canada. Its strength lies in quality, affordable and branded drugs aimed at enhancing the quality of life of people.

The company offers more than 600 products across therapeutic segments, making it a leader among pharmaceutical companies in India. Success has been forthcoming with judicious utilisation of resources and a thoroughly planned approach to everyday business operations. Riding on this success, it has forayed into diversified segments like Neurology and Cytrics.



ZENLABS ETHICA LIMITED

30th ANNUAL REPORT

2022-2023

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30th ANNUAL GENERAL MEETING



Date

Saturday 30th September, 2023



Time

11.30 A.M.



Location

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



ZENLABS ETHICA LIMITED

CORPORATE INFORMATION



BOARD OF DIRECTORS

Mr. SANJEEV KUMAR

Managing Director & Chief Executive Office (CEO)

Mr. SANJAY DHIR

Whole Time Director (Executive Director)

Mrs. HIMJYOTI

Executive Director

Mr. HITESH POPATLAL OSWAL

Additional Director

Mr. ASHOK KUMAR GUPTA

Independent Director

Mr. ANURAG MALHOTRA

Independent Director

Mr. KULDEEP SINGH

Independent Director



Mr. ADARSH SHARMA

Chief Financial Officer



Mr. AKSHAY SAXENA

Company Secretary Cum
Compliance Officer



STATUTORY AUDITORS

M/s. N KUMAR CHHABRA & CO., CHARTERED ACCOUNTANTS, CHANDIGARH (Registration No.000837N)



SECRETARIAL AUDITORS

JASPREET DHAWAN & ASSOCIATES, COMPANY SECRETARIES
CP NO. 8545
H. No. 705, Phase- 10, Sector- 64, Mohali- 160062, Punjab

REGISTRAR & TRANSFER AGENT

BIGSHARE SERVICES PVT. LTD
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093

Regd. Office: Plot No. 194-195, 3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002, India

Website: <http://www.zenlabsethica.com>



NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE ZENLABS ETHICA LIMITED WILL BE HELD ON SATURDAY, THE 30TH DAY OF SEPTEMBER 2023 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:

Item no. 1 – Adoption of audited financial statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

Item no. 2 - Appointment of a director

To appoint a Director in the place of Mrs. Him Jyoti (DIN: 02398927), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

On behalf of the Board
For **ZENLABS ETHICA LIMITED**

Date: 04th September, 2023
Place: Chandigarh

Sd/-
Akshay Saxena
Company Secretary & Compliance Officer

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 such proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding 50 (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.

The instrument of proxy as enclosed with the notice, in order to be effective, should be deposited at the registered office of the Company not less than Forty-Eight (48) hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable.

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. Please bring your copy of the annual report to the meeting as the Company would not provide, as a measure of austerity, any copy at the venue of the AGM.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
5. All documents referred to in the notice along with Register of Directors and Key Managerial Personnel & Shareholding and Register of Contracts and Arrangements in which directors are interested are 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 Annual General Meeting and at the venue of AGM.
6. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company, at least ten (10) days before the meeting through e-mail on zenlabsethicaltd2019@gmail.com, and the same will be suitably replied by the Company.
7. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/ Depositories, you may to receive this Notice of the AGM and the Annual Report for FY 2022-23 by completing the process for registration of e-mail address as under:

- I. Those shareholders who have registered/not registered their e-mail address or registered an incorrect e-mail address and mobile numbers including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with M/s. Bigshare Services Private Limited, Registrar & Share Transfer Agent of the Company ("RTA") in case the shares are held in physical form.

- II. Shareholders who have or registered an incorrect email address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily get their email address and mobile number registered with the Company's RTA, by clicking the link: www.Bigshareonline.com for sending the Annual Report, Notice of AGM and e-voting notice.

8. Members can avail of the facility of nomination in respect of shares held by them in physical form, if any, pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 in duplicate, duly filled in, to the R&T agent at the address mentioned at point no. 9 in the Notes. The prescribed form in this regard may also be obtained from the R&T agent at the address mentioned at point no. 9 in the Notes. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination
9. The Company's Registrars & Transfer Agents for its share registry is Bigshare Services Private Limited Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agents (RTA) in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA.
11. Members may note that the Notice and Annual Report for FY 2022- 23 will also be available on website of the Company on the weblink <https://zenlabsethica.com>, website of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and on the website of the CDSL evoting@cdsl.co.in
12. Non-resident Indian shareholders are requested to inform about the following to the Company and its Share Transfer Agent or the concerned depository Participant, as the case may be, immediately of:
 - a) The change in the residential status on return to India for permanent settlement.
 - b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
13. 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 / Aadhar Card/ Driving License / Passport Copy, if any, at the entrance of venue.
14. 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.
15. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 44 of the Listing Regulations, and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to “e-voting Facility Provided by Listed Entities”, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by the Central Depository Services (India) Ltd (CDSL) all the resolutions set forth in this Notice. 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.

- (i) The remote e-voting period begins on the Tuesday 26th day of September, 2023 (9.00 a.m. IST) and ends on Friday, the 29th day of September, 2023 (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 Saturday the 23rd September, 2023 (Record Date), may cast their vote electronically.
- (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. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM
- (iii) A person who is not a member as on cut-off date i.e., Saturday the 23rd September, 2023, should treat this Notice for information purpose only.
- (iv) A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Saturday the 23rd September, 2023, only shall


be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic voting system.

- (v) 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 Saturday the 23rd September, 2023.
- (vi) 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.
- (vii) The company has appointed Mr. Jaspreet Singh Dhawan, Practicing Company Secretary, M/s Jaspreet Dhawan & Associates (FCS 9372; CP 8545) 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 Saturday the 23rd September, 2023.
- (viii) The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (ix) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jaspreetsdhawan1@gmail.com with a copy marked to evoting@cdsl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- (x) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@cdsl.co.in. However, if he/ she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.
- (xi) The Results shall be declared on or after the AGM of the Company. 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 within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE.
- (xii) 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 cast votes by both modes, then voting done through e-voting shall prevail and the voting at AGM shall be treated as invalid.
- (xiii) **The details of the process and manner for remote e-voting / e-voting is explained herein below:**

In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Existing user who have opted for Easi/Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasinew/home/login/ or URL: www.cdslindia.com</p> <p>II. Click on new System Myeasi.</p> <p>III. Login with user ID and password.</p> <p>IV. After successful login of Easi/Easiest, user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period & voting during the meeting.</p> <p>V. Click on e-voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-voting website of CDSL:</p> <p>I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>II. Provide your demat Account Number and PAN.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress</p> <p>4. Shareholders/Members can also download CDSL Mobile App “CDSL Myeasi” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> <p>For App Store (iOS)</p>  </div> <div style="text-align: center;"> <p>For Google Play (Android)</p>  </div> </div>

Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter user ID and password. Post successful authentication, click on “Access to e-voting”.</p> <p>IV. Click on Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>3. By visiting the e-voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your user ID (i.e., your sixteen-digit demat account number held with NSDL), password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>V. Click on Company’s name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
Individual shareholders (Holding securities in demat mode) login through their Depository Participants	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</p> <p>II. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>III. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period</p>

Note: Members who are unable to retrieve user ID/password are advised to use Forgot user ID and Forgot password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 or toll free number 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30, 022-48867000 and 022-24997000

Login Method for E-voting for Physical Shareholders and shareholders other than individual holding in Demat Form

- (xiv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (xv) Click on “Shareholders” module.
- (xvi) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (xvii) Next enter the Image Verification as displayed and Click on Login.

(xviii) 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.

(xix) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

(xx) After entering these details appropriately, click on “SUBMIT” tab.

(xxi) 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.

(xxii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xxiii) Click on the **EVSN (230829002)** for the relevant **ZENLABS ETHICA LIMITED** on which you choose to vote.

(xxiv) 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.

(xxv) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.

(xxvi) 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.

(xxvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xxviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.