



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

Date: 01st October, 2024

To

The General Manager Corporate Relationship Department BSE LIMITED Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400 001, Maharashtra	Central Depository Services (India) Limited. Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013
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Sub: - Disclosure of Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Zenlabs Ethica Limited (Scrip Code: 530697)

Dear Sir/Madam

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details regarding the voting results on the businesses transacted at the 31st Annual General Meeting of the Company held on Monday, September 30, 2024, in the prescribed format along with the Consolidated Report of the Scrutinizer on Remote E-Voting and Voting at the Meeting in fair and transparent manner.

This intimation will also be available on the website of the Company www.zenlabsethica.com.

You are requested to kindly take the results on your record.

Thanking you,

Yours truly,
For **Zenlabs Ethica Limited**

Manju Bala
Company Secretary & Compliance Officer
M. No. ACS 67831

Voting Results of 31st Annual General Meeting (AGM) of Zenlabs Ethica Limited.

Pursuant to the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), enclosed herewith please find the details regarding the results of the voting on the businesses transacted at the Annual General Meeting of the Company held on Monday, September 30, 2024 in the prescribed format along with the Consolidated Report of The Scrutinizer on Remote E-Voting And Voting at the Meeting in fair and transparent manner.

Particulars	Details
Day and Date of the AGM	Monday, September 30, 2024
Total Number of shareholders on Record Date (Record date: 23 rd September, 2024)	2,644
No. of shareholder's present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	14
No. of Shares attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	N.A.
Public:	N.A.

Mode of voting: E-voting and Poll

Resolution 1: Adoption of audited financial statements for the financial year ended 31 st March, 2024 together with the reports of the Board of Directors' and Statutory Auditors' thereon.								
Resolution Required: (Ordinary or Special)			Ordinary Resolution					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes – in Favour	No of Votes-against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	34,48,757	0	0	0	0	0	0
	*Poll		2588183	75.0468	2588183	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	34,48,757	2588183	75.0468	2588183	0	100	0
Public Institution	E-voting	0	0	0	0	0	0	0
	*Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institution	E-voting	30,61,258	24860	0.8121	24860	0	100	0
	Poll		72	0.0024	72	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	30,61,258	24932	0.8144	24932	0	100	0
Total		65,10,015	2613115	40.1399	2613115	0	100	0

**Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.*

Resolution 2: Re-appoint Mr. Sanjay Dhir (DIN: 02452461), who retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.								
Resolution Required: (Ordinary or Special)			Ordinary Resolution					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes – in Favour	No of Votes - against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	34,48,757	0	0	0	0	0	0
	*Poll		2588183	75.0468	2588183	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	34,48,757	2588183	75.0468	2588183	0	100	0
Public Institution	E-voting	0	0	0	0	0	0	0
	*Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institution	E-voting	30,61,258	24860	0.8121	24860	0	100	0
	Poll		72	0.0024	71	1	98.6111	1.3889
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	30,61,258	24932	0.8144	24931	1	99.9960	0.0040
Total		65,10,015	2613115	40.1399	2613114	1	100	0

**Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.*

Resolution 3: Re-appoint Mr. Sanjeev Kumar (DIN: 01154896) as Managing Director of the Company for the period of 5(five) years with effect from September 01, 2024.								
Resolution Required: (Ordinary or Special)			Ordinary Resolution					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes – in Favour	No of Votes-against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	34,48,757	0	0	0	0	0	0
	*Poll		2588183	75.0468	2588183	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	34,48,757	2588183	75.0468	2588183	0	100	0
Public Institution	E-voting	0	0	0	0	0	0	0
	*Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institution	E-voting	30,61,258	24860	0.8121	24860	0	100	0
	Poll		72	0.0024	72	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	30,61,258	24932	0.8144	24932	0	100	0
Total		65,10,015	2613115	40.1399	2613115	0	100	0

**Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.*

Resolution 4: Re-appoint Mr. Kuldeep Singh (DIN: 08454422) as an Independent Director of the Company for the 2 (Second) term for the period of 5 (five) years, with effect from 10 June, 2024.								
Resolution Required: (Ordinary or Special)			Special Resolution					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes – in Favour	No of Votes-against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	34,48,757	0	0	0	0	0	0
	*Poll		2588183	75.0468	2588183	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	34,48,757	2588183	75.0468	2588183	0	100	0
Public Institution	E-voting	0	0	0	0	0	0	0
	*Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institution	E-voting	30,61,258	24860	0.8121	24860	0	100	0
	Poll		72	0.0024	71	1	98.6111	1.3889
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	30,61,258	24932	0.8144	24931	1	99.9960	0.0040
Total		65,10,015	2613115	40.1399	2613114	1	100	0

**Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.*

Resolution 5: Re-appoint Mr. Sanjay Dhir (DIN: 02452461) as Whole Time Director of the Company for the period of 5 (five) years with effect from April 01, 2025.								
Resolution Required: (Ordinary or Special)			Ordinary Resolution					
Whether Promoter/ Promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes – in Favour	No of Votes - against	% of votes in favour on votes polled	%of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	34,48,757	0	0	0	0	0	0
	*Poll		2588183	75.0468	2588183	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		34,48,757	2588183	75.0468	2588183	0	100
Public Institution	E-voting	0	0	0	0	0	0	0
	*Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institution	E-voting	30,61,258	24860	0.8121	24860	0	100	0
	Poll		72	0.0024	72	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total		30,61,258	24932	0.8144	24932	0	100
Total		65,10,015	2613115	40.1399	2613115	0	100	0

**Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.*

** No. of Invalid Votes- **NIL**

All the aforesaid resolutions were passed with requisite majority.

For ZENLABS ETHICA LIMITED

Place: Chandigarh
Date: 01st October, 2024

Manju Bala
Company Secretary & Compliance Officer



JASPREET DHAWAN & ASSOCIATES COMPANY SECRETARIES

JASPREET SINGH DHAWAN
B.COM(HONS), FCS, DARB (ICSI)

Annexure B

CONSOLIDATED SCRUTINIZER'S REPORT

Consolidated Scrutinizer Report on remote e-voting and poll [Pursuant to Sections 108 and section 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
ZENLABS ETHICA LIMITED
PLOT NO. 194-195, 3RD FLOOR, INDUSTRIAL AREA,
PHASE II, RAM DARBAR, CHANDIGARH-160002, INDIA.

Dear Sir,

Subject: Consolidated Scrutinizer Report on remote e-voting and poll pursuant to Section 108 and section 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 conducted in respect of resolutions passed at the 31ST Annual General Meeting of the shareholders of ZENLABS ETHICA LIMITED.

Dear Sir,

I, Jaspreet Singh Dhawan, Practicing Company Secretary, proprietor of M/s Jaspreet Dhawan & Associates (FCS 9372; CP 8545), have been appointed as the scrutinizer, by the Board of Directors of **ZENLABS ETHICA LIMITED** for the purpose of scrutinizing the voting process (remote e-voting and polling during AGM) pursuant to Section 108 and section 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner, in respect of the below mentioned resolutions proposed at the 31st Annual General Meeting (AGM) of shareholders of ZENLABS ETHICA LIMITED held on 30th September, 2024 at 11:30 A.M. conducted physically at the registered office of the company at Plot No. 194-195, 3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-160002, India.



H.NO. 705, PHASE 10, SECTOR 64,
MOHALI, PUNJAB-160062.



jaspreetdhawan1@gmail.com



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The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the various circulars issued by the Ministry of Corporate Affairs, Government of India relating to voting (by remote e-voting and voting during the Annual General Meeting) in respect of the votes casted on the resolutions contained in the Notice of the 31st Annual General Meeting dated 04th September, 2024 based on the reports generated from the e-voting system provided by, CDSL (CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED) and physical votes casted by the shareholders through ballots papers .

I submit my report as under:

1. The Notice of the 31st Annual General Meeting dated 04th September, 2024 along with Explanatory Statement under Section 102 of the Act setting out material facts, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions proposed at the 31st Annual General Meeting of the Company held physically to those members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular Number 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 and General Circular No.10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) Circular Number SEBI/HO/CFD/CMD 1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/202 1/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 05, 2023 and SEBI vide Circular No. SEBI/HO/CFD/CFDPoD2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars").
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting (by remote e-voting and voting during the Annual General Meeting) on the resolutions proposed in the Notice of the 31st Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and voting during the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes casted on the resolutions forming part of Notice dated 04th September, 2024, to the Chairman, based on the reports generated from the electronic voting system provided by CDSL (CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED and physical inspection of ballot papers.
3. As per the Notice of 31st Annual General Meeting dated 30th September, 2024 and the 'Advertisement' published, pursuant to Rule 20 (4) (v) of the Companies [(Management and Administration)Rules, 2014] (Amendment Rules, 2015), on 7th September, 2024 "Financial Express" (English Newspaper) and "Dainik Tribune" (Hindi Newspaper) the remote e-

voting commenced from Thursday, 26th September, 2024 at 9.00 a.m. IST and ended on Sunday, 29th September, 2024 at 5.00 p.m. IST.

4. The shareholders holding the Equity Shares of the Company as on Monday, 23rd September, 2024 viz. the “cut-off date”, were entitled to vote on the resolutions stated in the Notice of the 31st Annual General Meeting of the Company.
5. The votes casted through the remote e-voting prior to AGM and through ballot papers during the AGM were unblocked/inspected, in the presence of two witnesses who are not the employees of the Company, after conclusion of the AGM and the remote e-voting results / list of shareholders who voted for and against were downloaded from the voting system provided by Company’s Registrar and Share Transfer Agent, CDSL (CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED), engaged by the Company for the purpose.
6. The results of the voting in respect of resolutions contained in the Notice are as under:

Item No. 1 - As an Ordinary Resolution:-

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Board of Directors and the Statutory Auditors thereon.:-

- (i) Voted *in favour* of the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	12	24,860	0.95 %
Voting during AGM	11	25,88,255	99.05 %
Total	23	26,13,115	100 %

- (ii) Voted *against* the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00 %
Voting during AGM	0	0	0.00 %
Total	0	0	0.00 %

- (iii) *Invalid/Abstain* Votes:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00 %

Voting during AGM	0	0	0.00 %
Total	0	0	0.00 %

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution is declared passed.

Item No. 2 - As an Ordinary Resolution:-

To re-appoint Mr. Sanjay Dhir (DIN: 02452461), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted *in favour* of the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	12	24,860	0.951 %
Voting during AGM	10	25,88,254	99.048 %
Total	22	26,13,114	99.999 %

(ii) Voted *against* the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00%
Voting during AGM	1	1	0.001 %
Total	1	1	0.001 %

(iii) ***Invalid/Abstain*** Votes:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00%
Voting during AGM	0	0	0.00%
Total	0	0	0.00%

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution is declared passed.

Item No. 3 - As a Ordinary Resolution:-

To re-appoint Mr. Sanjeev Kumar (DIN: 01154896) as Managing Director of the Company for the period of 5 (five) years with effect from September 01, 2024.

(i) Voted *in favour* of the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	12	24,860	0.95 %
Voting during AGM	11	25,88,255	99.05 %
Total	23	26,13,115	100 %

(ii) Voted *against* the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00 %
Voting during AGM	0	0	0.00 %
Total	0	0	0.00 %

(iii) *Invalid/Abstain* Votes:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00 %
Voting during AGM	0	0	0.00 %
Total	0	0	0.00 %

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution is declared passed.

Item No. 4 - As a Special Resolution:-

To re-appoint Mr. Kuldeep Singh (DIN: 08454422) as an Independent Director of the Company for the 2 (second) term for the period of 5 (five) years

(i) Voted *in favour* of the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	12	24,860	0.951 %
Voting during AGM	10	25,88,254	99.048 %

Total	22	26,13,114	99.999 %
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(ii) Voted *against* the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00%
Voting during AGM	1	1	0.001 %
Total	1	1	0.001 %

(iii) *Invalid/Abstain* Votes:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00%
Voting during AGM	0	0	0.00%
Total	0	0	0.00%

Since combined number of votes cast in favour of the resolution is more than three times the number of votes cast against the resolution, the said special resolution is declared passed.

Item No. 5 - As a Ordinary Resolution:-

To re-appoint Mr. Sanjay Dhir (DIN: 02452461) as Whole Time Director of the Company for the period of 5 (five) years with effect from April 01, 2025.

(i) Voted *in favour* of the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	12	24,860	0.95 %
Voting during AGM	11	25,88,255	99.05 %
Total	23	26,13,115	100 %

(ii) Voted *against* the Resolution:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00%
Voting during AGM	0	0	0.00%

Total	0	0	0.00%
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(iii) **Invalid/Abstain** Votes:

Mode of voting	No. of members voted	No. of votes casted by them	As a % of total votes casted
Remote e-voting	0	0	0.00 %
Voting during AGM	0	0	0.00 %
Total	0	0	0.00 %

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution is declared passed.

Based on the foregoing, it is hereby submitted that the Resolution Nos. 1 to 5 have been passed with the requisite majority.

The relevant records relating to the remote e-voting and ballot papers shall remain in my safe custody and will be handed over to the Company Secretary and Compliance Officer of the Company for preserving safely after the consideration of results and after the approval of the Chairman and signing of the Minutes.

Thanking You,
Yours Sincerely

**For M/s Jaspreet Dhawan & Associates
Company Secretaries**

**Counter signed by:
For ZENLABS ETHICA LIMITED**

**Jaspreet Singh Dhawan
FCS: 9372
CP No: 8545
UDIN: F009372F001407395**

**MANJU BALA
Company Secretary & Compliance Officer**

**Date: 01.10.2024
Place: Mohali**

We, the undersigned, witnessed that the votes were unblocked from the e-voting system provided by (CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED) at <https://evoting.cdslindia.com> for the purpose, in our presence at 1:00 p.m. IST on 30th September, 2024.

Mr. Karan Kakkar
(Witness No. 01)

Mr. Rahul Sharma
(Witness No. 02)