



Zenlabs Ethica Ltd.

(Formerly Known as Neelkanth Technologies 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, 392 0738, Fax : 0172-265 6855

E-mail: queries@zenlabsethica.com, Website : www.zenlabsethica.com

03/10/2017

To
Bombay Stock Exchange Ltd.
Corporate Relationship Deptt.
1st Floor, New Trading Ring
Rotunda Bldg, P.J. Towers,
Dalal Street, Fort
Mumbai-400001.

Sub: - Annual Report of 24th Annual General Meeting as per Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Ref: Zenlabs Ethica Limited (Formerly known as Neelkanth Technologies Limited)
Scrip Code: 530697**

Dear Sir,

With reference to the above captioned subject, pursuant to Regulation 34 (1) of the SEBI (LODR) Regulations, 2015, we hereby submit Annual Report of the Company for the Financial Year 2016-17, approved and adopted by the members as per the provisions of the Companies Act, 2013 at the 24th Annual General Meeting of the Company held on Friday, 29th 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.

The same is also uploaded on the Company's website.
You are requested to kindly take the same on your record.

Thanking you,
Yours truly,
For Zenlabs Ethica Limited
(Formerly known as Neelkanth Technologies Limited)

Harmilan Kaur
Company Secretary



ZENLABS ETHICA LIMITED

(FORMERLY KNOWN AS NEELKANTH TECHNOLOGIES LIMITED)

24th ANNUAL REPORT

FOR THE FINANCIAL YEAR ENDED

31.03.2017

Contents:

Corporate Information	2
Notice of 24th Annual General Meeting	3
Board's Report	17
MGT-9 Extract of Annual Return	27
FORM AOC-2	36
FORM MR-3 (Secretarial Audit Report)	38
Management Discussion and analysis report	43
Disclosure Under The Companies Appointment And Remuneration Of Managerial Personnel) Rules, 2014	46
CEO/CFO Certification	47
Auditors' Report	49
Balance Sheet	56
Profit & Loss A/c	58
Cash Flow Statement	60
Schedules to Financial Statements	61
Attendance slip & Proxy Form	74
Route Map to reach to the Venue of AGM	77

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 st 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 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.Vijay Darji and Associates,
Chartered Accountants

BANKERS

Bank of India
HDFC Bank
Corporation Bank

COMPANY SECRETARY

Swati Vijan (Upto 31st May, 2017)

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

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, 3rd 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

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:

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 22nd, 2017 to Friday, September 29th, 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 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
 - 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 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	<p>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.</p>
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"> • 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.

- (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 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.

21. The shareholders can also access the Annual Report 2016-2017 of the Company circulated to the Members of the Company and other information about the Company on Company’s website, i.e., www.zenlabsethica.com.
22. Members are requested to come and occupy their seats atleast 15 minutes before commencement of 24th Annual General Meeting. Due to SECURITY REASONS, note that briefcase/ bags/eatables/electronic gadgets such as a mobile, laptop, camera, etc., will NOT be allowed along with members/proxies in the 24th Annual General Meeting venue during meeting hours. In case any member/proxy brings electronic gadgets or other items mentioned above the same has to be deposited with security outside the 24th AGM venue at the owners’ risk.
23. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company requesting the Company to consolidate their holdings in one folio.
24. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India “NO GIFTS, GIFT COUPONS OR CASH IN LIEU OF GIFTS SHALL BE DISTRIBUTED TO MEMBERS AT OR IN CONNECTION WITH THE 24th ANNUAL GENERAL MEETING”.
25. Route Map showing directions to reach to the venue of the AGM is being provided in the Annual report. The route map has been uploaded on the website of the Company.

EXPLANATORY STATEMENT

As required by Section 102(2) of the Companies Act, 2013

Item No. 5:

The Board of Directors of the Company (the 'Board'), at its meeting held on March 07, 2017 has, subject to the approval of members, re-designated Mr. Sanjay Dhir as Whole time Director designated as Executive Director for a period of 5 (Five) years w.e.f. April 01, 2017, on terms and conditions including remuneration as recommended by Nomination and Remuneration Committee (the 'NRC') and approved by the Board.

Sr. No	Particular	Details
1	Name of Director	Mr. Sanjay Dhir
2	DIN	02452461
3	Date of Appointment	11/08/2016 (As Whole time Director w.e.f. 01.04.2017)
4	No of Shares Held of Company as on 31.03.2017	731884
5	Directorship in other Company	1. Oasis Pharma And Phytomolecules Private Limited 2. Preet Remedies Private Limited 3. Zen Labs India Private Limited 4. Hexford Laboratories Private Limited
6	Chairman/Member of Committees of Companies	--
7	Qualification	Bachelor's Degree in Pharma and MBA
8	Functional Area	Marketing and Advertising

Re-designation of Mr. Sanjay Dhir as Whole time Directors requires the approval of members by way of an Ordinary resolution.

Remuneration payable to Mr. Sanjay Dhir as a Whole-Time Directors of the Company will be as follows:

A. Salary:

Sr. No.	Particulars	Mr. Sanjay Dhir
1	Salary	Rs. 1,60,000/- P.M.

B. Perquisites: Perquisites should be allowed in addition to the salary the perquisites shall be evaluated etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

a) Housing: House Rent Allowance shall be allowed as per the rules of the Company within the overall limit specified above.

b) Medial Reimbursement: Expenses incurred for the appointee and his family subject upto to a ceiling of three month's salary in a year or fifteen month's salary over a period of five years.

c) Leave Travel Assistance: First Class Air Fare for self and family once in a year to any destination. Family defined as spouse and two dependent children.

d) Personal accident insurance: As per rules of the Company

e) Employer's contribution to Provident fund/superannuation fund: As per Rules of the Company

f) Gratuity: Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.

g) Car/Telephone: Car with driver for use on company's business and telephone/telefax facilities at residence will be provided to the appointee. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

The relevant complete resolutions passed by the Board of Directors of the Company are available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the annual General Meeting and at the venue of the annual General Meeting.

The information as required under part (B) (iv) of Section II in Part II of Schedule V of the Companies Act, 2013 is given hereunder

The extracts of remuneration given above shall be deemed to be the extracts of remuneration required to be furnished under Section 190 of the companies Act, 2013.

Your Director recommends resolution at item no. 5 as an Ordinary Resolution for your approval.

Except Mr. Sanjay Dhir and his relative none of Directors and their relatives or Key Managerial Personnel and their relatives may be deemed to be interested in these resolutions to the extent of their respective shareholding in the Company.

I. General Information

a) Nature of Industry: The Company operates in Pharmaceutical Industry.

b) Date or expected date of Commercial Production: The Company has commenced activities.

c) In case of New Companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospectus. **N. A.**

d) Financial performance based on given indicators

For the year ended 31.03.2017

Profit After Tax (Rs.) 95,16,451

EPS (Face value Rs 10/-): (Rs.) 1.59

Net Worth (Rs.) 5,79,24,155

e) Export performance and net foreign exchange outgo

Particulars	Amount
Exports	Nil
Imports	Nil
Total Outgo	Nil

f) Foreign investments or collaborations

The Company has no Foreign Direct Investment or Collaborations in the Company so far.

II. Information about the Directors

Name	Background Details	Past Remuneration	Recognition or awards	Job profile and his suitability	Remuneration proposed	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any,
Mr. Sanjay Dhir	Age: 46 Years Education: Bachelor's Degree in Pharma and MBA	Rs. 50,000 P.M.	Nil	Mr. Sanjay Dhir is most suitable candidate for the post of Whole time Director.	Rs. 1,60,000 P.M.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Sanjay Dhir, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	Sanjay Dhir and his relatives

III. Other Information

1. Reasons for inadequacy of profit:

- General Economy slowdown;
- Slack in demand;
- High Interest rates.

2. Steps taken or proposed to be taken for improvement

Cost Reduction

Improvement of Efficiency

Reduce break-even

Improved Marketing efforts for Increase in Sales

Proposed appointment is the requisite step for improvement.

3. Expected increase in productivity and profits in measurable terms

The company likely to reach higher post-tax profit by the end of the current financial year.

IV. Disclosures

1. The shareholders of the company are informed about the remuneration package of Directors through details in the explanatory statement accompanying notice of Annual General Meeting of the company.
2. The Corporate Governance report is not applicable to the company however all the details and components of managerial remuneration are disclosed in the explanatory statement accompanying notice of Annual General Meeting of the company.

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

DIRECTORS' REPORT

To,
The Members,
ZENLABS ETHICA LIMITED
(FORMERLY KNOWN AS NEELKANTHTECHNOLOGIESLIMITED)
Chandigarh.

Your Directors have great pleasure in presenting **24th** Annual Report alongwith the Audited Balance Sheet and Profit And Loss Account, for the year ended 31st March, 2017.

1. FINANCIAL RESULTS:

(Rs.In'000)

Particulars	Year ended on 31-03-2017	Year ended on 31-03-2016
Total Income	812376.468	160039.186
Depreciation	2040.188	578.124
Net Profit/(Loss) before Tax	12279.629	900.975
Less: Provision for Taxation:		
Provision for Current Taxation	2435.939	528.000
Provision for Deferred Taxation	327.239	(821.183)
Provision for FBT	--	--
(Excess)/ Short provision of FBT	--	--
Earlier year TDS / Income Tax	--	--
MAT credit	--	(508.224)
Interim & Final Dividend	--	--
Dividend Tax paid	--	--
Net Profit/(Loss) after Tax	9516.451	1702.382
Balance b/f from P revious Year	(14120.436)	(16531.312)
Balance c/f to Balance Sheet	(4075.985)	(14120.436)

2. TRANSFER TO RESERVES:

During the financial year 2016-17 the Company has not transferred any amount to the reserves.

3. OPERATIONS

The Company had earned a profit of Rs. 95,16,451 /- from its operation during the year.

The government thrust on public and private investments and policy initiatives such as GST and ease of doing business will provide a very good positive boost to the economy. We expect to build on these strengths as we are poised to make most of business opportunities offered by the rapidly evolving business environment.

4. DIVIDEND

The Board of Directors recommend a dividend at the rate of Rs.0. 25 per Equity Share for the year ended as on 31st March 2017.

5. **CHANGES IN SHARE CAPITAL, IF ANY**

During the year under review, there has been no change in Company's share capital. The authorised capital of company is Rs. 7 crores (Rupees Seven Crore only) divided into 70,00,000 (Seventy Lakhs only) equity shares of Rs. 10/-(Rupees Ten only).

Company's paid up share capital is Rs. 6,20,00,140/- (Rupees Six Crore Twenty Lakhs One Hundred and Forty only) divided into 62,00,014 (Sixty Two Lakh Fourteen only) equity shares of Rs. 10 each.

6. **EXTRACT OF ANNUAL RETURN:**

The extracts of Annual Return pursuant to the provisions of Section92 read with Rule12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure A and is attached to this Report.

7. **NUMBER OF BOARD MEETINGS**

9(Nine) meeting of the Board were held during the year. The Board met on 30th May, 2016, 09th June, 2016, 11th August, 2016, 01st September, 2016, 26th October, 2016, 17th November, 2016, 30th January, 2017, 7th March, 2017 and 21st March, 2017. The gap between two meetings did not exceed 120 days.

Sr. No.	Name of Director	Number of meetings during the financial year 2016-17	
		Entitled to Attend	Attended
1	Mr. Sanjeev Kumar	9	8
2	Mr. Satish Kumar	9	9
3	Mr. Harpreet Singh Kalra	8	8
4	Mr. Pawan Sharma	9	9
5	Ms. Him Jyoti	9	8
6	Mr. Ashok Kumar Gupta	9	9
7	Mr. Narang Singh	9	1
8	Mr. Chander Sheel Baweja	8	8
9	Mr. Sanjay Dhir	6	6
10	Mr. Anurag Malhotra	6	6

8. **AUDIT COMMITTEE:**

The Board has constituted the Audit Committee in terms of the requirements of the Companies Act, 2013. During the year Audit committee met 6 (Six) times. The audit committee reconstituted on August 11, 2016.

The Audit Committee met on 30th May, 2016, 11th August, 2016, 1st September, 2016, 26th October, 2016, 30th January, 2017 and 6th March, 2017 with the

following members:

Sr. No.	Name	Number of meetings during the financial year 2016-17	
		Entitled to Attend	Attended
1	Mr. Pawan Sharma (Chairman & Member)	6	6
2	Mr. Narang Singh (Member upto 11-08-2016)	2	2
3	Mr Satish Kumar (Member)	6	6
4	Mr Ashok Kumar Gupta (Member w.e.f. 11-08-2016)	4	4

9. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted the Nomination and Remuneration Committee in terms of the requirements of the Companies Act, 2013.

During the year Nomination and Remuneration Committee met 3 times. The Nomination and Remuneration Committee reconstituted on August 11, 2016.

The committee met on 30th May, 2016, 11th August, 2016 and 6th March, 2017 with following members:

Sr. No.	Name	Number of meetings during the financial year 2016-17	
		Entitled to Attend	Attended
1	Mr. Pawan Sharma (Chairman & Member)	3	3
2	Mr. Ashok Kumar Gupta (Member)	3	3
3	Mr. Narang Singh (Member upto 11-08-2016)	2	2
4	Mr. Chander Sheel Baweja (Member w.e.f. 11-08-2016)	1	1

10. STAKEHOLDER RELATIONSHIP COMMITTEE

The Board has constituted the stakeholder relationship Committee in terms of the requirements of the Companies Act, 2013. During the year stakeholder relationship Committee met 4 times. The stakeholder relationship Committee reconstituted on August 11, 2016.

The committee met on 30th May, 2016, 11th august, 2016, 26th October, 2016 and 30th January, 2017 with the following members:

Sr. No.	Name	Number of meetings during the financial year 2016-17	
		Entitled to Attend	Attended
1	Mr. Pawan Sharma(Chairman)	4	4
2	Mr Narang Singh (Member upto 11-08-2016)	2	1
3	Mr. Sanjeev Kumar (Member)	4	4
4	Ms. Him Jyoti (Member)	4	4
5	Mr Ashok Kumar Gupta (Member w.e.f. 11-08-2016)	2	2

11. MANAGEMENT COMMITTEE

The Board has constituted the Management Committee in terms of the requirements of the Companies Act, 2013. During the year Management Committee met 2 times.

The Committee met on 18th July, 2016 and 18th March, 2017 with the following members:

Sr. No.	Name	Number of meetings during the financial year 2016-17	
		Entitled to Attend	Attended
1	Mr. Sanjeev Kumar (Chairman)	2	2
2	Mr Satish Kumar (Member)	2	2
3	Mr. Pawan Sharma(Member)	2	2
4	Mr Harpreet Singh Kalra (Member)	2	2

12. DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149 (7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

13. AUDITORS:

M/s. Vijay Darji and Associates, Chartered Accountants, Mumbai (Firm Registration No. 118614W), who are the statutory auditors of the Company, hold office until the conclusion of the AGM to be held in 2021 and are eligible for re-appointment. Members of the Company at the AGM held on September 30, 2016 had approved the appointment of M/s. Vijay Darji and Associates, as the Statutory Auditors for a period of five financial years i.e., up to 31 March, 2021. As required by the provisions of the Companies Act, 2013, their appointment should be ratified by members each year at the AGM.

The auditor's report does not contain any qualifications, reservation or adverse remark.

14. **DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134 (3) (c) of Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. That in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures.
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit of the Company for that period.
- iii. That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the Annual accounts on a going concern basis.
- v. That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating
- vi. That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17.

15. **SECRETARIAL AUDITOR & REPORT**

The Board of Directors of the Company has appointed M/s. Shivhari Jalan, Whole time Practicing Company Secretary to conduct the Secretarial Audit for the financial year 2016-2017. The Secretarial audit report for the financial year ended 31st March, 2017 is **Annexure B** to this Report.

The Observations given by Secretarial Auditor in his Secretarial Audit Report are self-explanatory and do not call for further explanations.

16. **PUBLIC DEPOSITS:**

During the period under review the Company has neither accepted nor invited any Public deposits and hence the provisions of Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 are not applicable.

17. **PARTICULARS OF EMPLOYEES:**

None of the employees of the Company were in receipt of remuneration in excess of limits pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014. The information required under Section 197 of the Act read with rule 5(1) & rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are in Annexure 'E'

18. **CORPORATE GOVERNANCE:**

The company falls under the criteria 15(2) (a) of the Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 as the Paid up capital of the company was below Rs. 10 Crores and net worth was below Rs. 25 Crores as on the last day of the previous financial year.

As on 31st March, 2017, the Company's Paid up Capital is of Rs. 6,20,00,140/- (Rupees Six Crore Twenty Lakhs One Hundred Forty only) and Net worth is of Rs. 5,79,24,155/- (Rupees Five Crore Seventy Nine Lakhs Twenty Four Thousand One Hundred and Fifty Five Only).

Hence, compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 are not applicable to company.

19. **INDEPENDENT DIRECTORS MEETING/ BOARD EVALUATION**

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also

evaluated on the key aspects of his role.

In a separate meeting of independent Directors was held on March 21, 2017, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

20. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the period under review, Pursuant to the provisions of Section 149 of the Act, Mr. Chander Sheel Baweja was appointed Additional Independent Director w.e.f. June 01, 2016 by the Board of Directors and whose appointment was regularised as Independent Directors for a period of five years w.e.f. June 01, 2016 by the shareholders at the Annual General Meeting held on 30th September, 2016.

During the period under review, Pursuant to the provisions of Section 149 of the Act, Mr. Anurag Malhotra was appointed Additional Independent Director w.e.f. August 11, 2016 by the Board of Directors and whose appointment was regularised as Independent Directors for a period of five years w.e.f. August 11, 2016 by the shareholders at the Annual General Meeting held on 30th September, 2016.

During the period under review, Pursuant to the provisions of Section 149 of the Act, Mr. Harpreet Singh Kalra was appointed Additional Director w.e.f. June 01, 2016 by the Board of Directors and whose appointment was regularised as Directors of the company by the shareholders at the Annual General Meeting held on 30th September, 2016.

During the period under review, Pursuant to the provisions of Section 149 of the Act, Mr. Sanjay Dhir was appointed Additional Director w.e.f. August 11, 2016 by the Board of Directors and whose appointment was regularised as Directors of the company by the shareholders at the Annual General Meeting held on 30th September, 2016. Further Mr. Sanjay Dhir is re-designated as Wholetime director for the period of 5 years w.e.f. April 01, 2017 by the board of directors at their meeting held on March 07, 2017 subject to approval of members at the general meeting.

Mr. Sanjay Dhir has been appointed as Chief Financial Officer (CFO) of the Company w.e.f. June 01, 2016. Ms. Swati Vijan has been appointed as Company Secretary (CS) of the Company w.e.f. June 01, 2016

During the year Ms. Him Jyoti (DIN - 02398927) Director of the Company is retiring by rotation & being eligible offers herself for re-appointment.

Mr. Sanjeev Kumar Managing Director, Mr. Sanjay Dhir, CFO and Ms. Swati vijan, Company Secretary are Key Managerial person as on 31st March, 2017 as per the Companies Act, 2013.

21. VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Fraud free and corruption free work culture has been the core of the company's functioning. To meet this objective, the company has formed a Whistle Blower Policy and is available on the Company website at www.zenlabsethica.com.

22. SUBSIDIARIES/ ASSOCIATES/JOINT VENTURES

The Company has no subsidiary/Joint ventures/Associate Companies as per the provisions of Companies Act, 2013.

23. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 217(1) COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

The Provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption do not apply to your company for the period under review. However, the management has taken all the necessary steps to conserve the resources to the extent possible.

24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The transactions entered into with related parties as defined under Companies Act, 2013 during the year were in the ordinary course of business and on arm's length basis, and did not attract provisions of Section 188 of Companies Act, 2013. The details as required pursuant to clause (h) of sub section (3) of Section 134 of Companies Act, 2013 in Form 'AOC-2' attached herewith as per **Annexure C.**

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments have been disclosed in the financial Statements as on 31st March, 2017.

26. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

27. RISK MANAGEMENT POLICY

The Company has adopted a Policy on Risk Management, to ensure sustainable business growth with stability and to promote a pro-active approach in reporting,

evaluating and resolving risks associated with the Company's business. In order to achieve the key objective, this Policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There were no significant and material orders passed by the Regulators or Courts or tribunals during the financial year which would impact the going concern status of the Company and its future operations.

29. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

There are adequate systems of internal financial controls in the Company pursuant to provisions of Section 134(q) r/w Rule 8(5)(viii) of Companies(Accounts) Rules, 2014. The Board has adopted policies and procedures for ensuring orderly and efficient conduct of its business, including adherence to the companies Policies, the safeguarding of its assets, prevention and detection of frauds, and accuracy of the accounting records and timely preparation of financial disclosures.

The Company has appointed of M/S Navneet & Co, Chartered Accountant, as an Internal Auditor for the financial year 2017-18.

The Internal Auditor monitors and evaluates the efficiency and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committees of the Board.

30. CORPORATE SOCIAL RESPONSIBILITY

The Provisions of Section 134(3) (o) and Section 135 of the Companies Act, 2013 read with Rule 8 of Companies (CSR Policy) Rules, 2014 regarding corporate social responsibility do not apply to the company for the period under review.

31. DISCLOSURES UNDER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

During the period under review, no complaints were received under the policy for prohibition, prevention and redressal of sexual harassment of the women at work place.

32. **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and analysis report as per Regulation 34 of the SEBI Listing Regulations, is annexed to this Board Report Annexure 'D'.

33. **ACKNOWLEDGEMENTS:**

Your Directors would like to express their appreciation for assistance and co-operation received from the financial institutions, banks, Government authorities, customers ,vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

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

Annexure~A

**FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended 31.03.2017**

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I.REGISTRATION AND OTHER DETAILS:

i	CIN	L74900CH1993PLC033112
ii	Registration Date	20/07/1993
iii	Name of the Company	Zenlabs Ethica Limited
iv	Category/Sub-Category of the Company	Company limited by Shares / Non-govt comp
v	Whether listed Company (Yes/No)	Yes (BSE Limited)
vi	Address of the Registered Office and contact details	Plot No.194-195, 3 rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh 160002
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	BigShare Services Pvt Ltd E-2,Ansa Ind Estate, Saki Vihar Road, Andheri(E),Sakinaka,Mumbai-400072

II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of Main Product/Services	NIC Code of Product	% to total turnover of the Company
1	Trading/Marketing in pharmaceutical products	687	100

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary Associate	% of Shares held	Applicable Section
	N.A.	N.A.	N.A.	N.A.	N.A.

IV.SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total*Equity)

(i)Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e.01-04-2016				No. of Shares held at the end Of the year i.e. 3103-2017				% Change during
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A.Promoters									
(1)Indian									
a)Individual/HUF	0	2582514	2582514	41.65	2582514	0	2582514	41.65	0
b)CentralGovt.	0	0	0	0	0	0	0	0	0
c)StateGovt(s).	0	0	0	0	0	0	0	0	0
d)BodiesCorp.	1612650	0	1612650	26.01	1612650	0	1612650	26.01	0
e)Bank/FI	0	0	0	0	0	0	0	0	0
f)AnyOther									
Sub-Total(A)(1)	1612650	2582514	4195164	67.66	4195164	0	4195164	67.66	0
(2)Foreign									
a)NRIs-Individuals	0	0	0	0	0	0	0	0	0
b)Other-Individuals	0	0	0	0	0	0	0	0	0
c)BodiesCorp.	0	0	0	0	0	0	0	0	0
d)Bank/FI	0	0	0	0	0	0	0	0	0
e)AnyOther	0	0	0	0	0	0	0	0	0
Sub-Total(A)(2)									
Total shareholding of Promoter(A)(A)(1)+(A)(2)	1612650	2582514	4195164	67.66	4195164	0	4195164	67.66	0
B.Public Shareholding									
1.Institutions									
a)MutualFunds	0	0	0	0	0	0	0	0	0
b)Bank/FI	0	0	0	0	0	0	0	0	0
c)CentralGovt.	0	0	0	0	0	0	0	0	0
d)StateGovt(s).	0	0	0	0	0	0	0	0	0
e)VentureCapital Funds	0	0	0	0	0	0	0	0	0
f)Insurance Companies	0	0	0	0	0	0	0	0	0
g)FIIs	0	0	0	0	0	0	0	0	0
h)ForeignVenture CapitalFund	0	0	0	0	0	0	0	0	0
i)Others(specify)	0	0	0	0	0	0	0	0	0
Sub-Total(B)(1)									
2.Non-Institutions									
a)Bodies Corp.									
i)Indian	391707	6000	397707	6.41	394133	6500	400633	6.46	0.05
i)Overseas	0	0	0	0	0	0	0	0	0
b)Individuals									
i)Individual shareholders holding nominal share capital upto Rs.1lakh	295743	339300	635043	10.24	387796	324500	712296	11.49	1.25
ii)Individual shareholders holding nominal share capital in excess of Rs.1 lakh	806260	96000	902260	14.55	719255	71700	790955	12.76	(1.80)
c)Others(specify)									

i) Clearing Member	10900	0	10900	0.18	43525	0	43525	0.70	0.53
ii) overseas Bodies	58940	0	58940	0.95	53940	0	53940	0.87	(0.08)
iii) Non Resident Indians (NRI)	0	0	0	0	3251	0	3251	0.05	0.05
iv) Non Resident Indians (Non Repat)	0	0	0	0	250	0	250	0	0
Total Public shareholding (B)(B)(1)+(B)(2)	1563550	441300	2004850	32.34	1602150	402700	2004850	32.34	0.00
Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	3176200	3023814	6200014	100.00	5797314	402700	6200014	100.00	0.00

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning Of the year 01-04-2016			Shareholding at the end of the year i.e. 31-03-2017			% change In shareholding During the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares Of the company	% of Shares Pledged/ encumbered to total shares	
1.	Preet Remedies Pvt Ltd	16,12,650	26.01	0.00	16,12,650	26.01	0.00	NIL
2.	Sanjeev Kumar	731626	11.80	0	731626	11.80	0	NIL
3.	Satish Kumar	387378	6.25	0	387378	6.25	0	NIL
4.	Harpreet Singh Kalra	731626	11.80	0	731626	11.80	0	NIL
5.	Sanjay Dhir	731884	11.80	0	731884	11.80	0	NIL
	Total	4195164	67.66	0.00	4195164	67.66	0.00	NIL

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of Shareholder 01.04.2015	Shareholding at the beginning of the year		Changes during the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Date of change in shareholding	Changes during the year	No. of shares	% of total shares of the company		
1.	Sanjeev Kumar	731626	11.80	NO CHANGE		731626	11.80	731626	
2.	Satish Kumar	387378	6.25				387378	6.25	387378
3.	Harpreet Singh Kalra	731626	11.80				731626	11.80	731626
4.	Sanjay Dhir	731884	11.80				731884	11.80	731884
5.	Preet Remedies Pvt Ltd	16,12,650	26.01				16,12,650	26.01	16,12,650

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01-04-2016		Date	Reason	Increase / Decrease		Shareholding at the end of the year as at 31-03-2017	
		No. of Shares	% of total Shares Of the company			Shares	% of total Shares	No. of Shares	% of total Shares Of the company
1.	ARIHANT CAPITAL MARKET LTD.	37300	0.60	15-Jul-17	Transfer	-12200	-0.20	25100	0.40
				10-Feb-17	Transfer	45810	0.74	70910	1.14
				17-Feb-17	Transfer	-403	-0.01	70507	1.10
				03-Mar-17	Transfer	-1000	-0.02	69507	1.12
				10-Mar-17	Transfer	20000	0.32	89507	1.44
				24-Mar-17	Transfer	10000	0.16	99507	1.60
				31-Mar-17	Transfer	-2240	-0.04	97267	1.57
2.	ATUL BABUBHAI CHAUHAN (HUF)	87,610	1.41	5-Aug-16	Transfer	2710	0.04	90,320	1.46
				30-Sep-16	Transfer	400	0.01	90,720	1.46
				30-Dec-16	Transfer	125	0.00	90,845	1.47
				06-Jan-17	Transfer	-4050	-0.07	86,795	1.40
				13-Jan-17	Transfer	-35,950	-0.58	50,845	0.82
				20-Jan-17	Transfer	-50	0.00	50,795	0.82
				27-Jan-17	Transfer	-9295	-0.15	41,500	0.67
				03-Feb-17	Transfer	-9500	-0.15	32,000	0.52
				10-Feb-17	Transfer	-2000	-0.03	30,000	0.48
				17-Feb-17	Transfer	-1100	-0.02	28,900	0.47
				24-Feb-17	Transfer	-250	0.00	28,650	0.46
				03-Mar-17	Transfer	-8877	-0.14	19,773	0.32
				10-Mar-17	Transfer	-19,773	-0.32	0	0
				31-Mar-17	Transfer	0	0.00	0	0
3.	MR. ARVIND BOHRA	82,000	1.32	03-Mar-17	Transfer	1000	0.02	83,000	-
				24-Mar-17	Transfer	-1000	-0.02	82,000	1.32
				31-Mar-17	Transfer	0	0.00	82,000	1.32
4.	MASTER CAPITAL SERVICES LTD	76,421	1.23	13-Jan-17	Transfer	500	0.01	76,921	1.24
				10-Feb-17	Transfer	500	0.01	77,421	1.25

				31-Mar-17	Transfer	0	0.00	78,421	1.26
5.	AALAWA LEASING AND FINANCE LTD	75,650	1.22	24-Mar-17	Transfer	15000		60,650	0.98
							0.24		
				31-Mar-17	Transfer	0	0.00	60,650	0.98
6.	ASHA UMRAOSINGH OSTWAL	65,900	1.06	31-Mar-17	Transfer	0	0.00	65,900	1.06
7.	NEWGEN BROKING LTD.	43,600	0.70	27-Jan-17	Transfer	14000		57600	0.93
							0.23		
				10-Feb-17	Transfer	14000	0.23	71600	1.15
				10-Mar-17	Transfer	-10000	-0.16	61600	0.99
				31-Mar-17	Transfer	0	0.00	61600	0.99
8.	SIDDHU MERCANTILE PVT LTD	59,810	0.96	10-Feb-17	Transfer	-59810		0	0
							-0.96		
				31-Mar-17	Transfer	0	0.00	0	0
9.	BHAGYODAY FINANCIAL SERVICES PVT. LTD.	58,940	0.95	17-Feb-17	Transfer	-1000		57,940	0.93
							-0.02		
				03-Mar-17	Transfer	-1000	-0.02	56940	0.92
				24-Mar-17	Transfer	-2500	-0.04	54440	0.88
				31-Mar-17	Transfer	-500	-0.01	53940	0.87
10.	SHRI LAKHAVI MANAGEMENT CONSULTANCY SERVICES LTD.	54,700	0.88	27-Jan-17	Transfer	-25800		28900	0.47
							0.42		
				31-Mar-17	Transfer	0	0.00	28900	0.47

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors And KMP	Shareholding at the Beginning of the year i.e. 1-04-2016		Increase / Decrease		Shareholding at the End of the year i.e. 31-03-2017	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares Of the company	No. of Shares	% of total Shares Of the company
1	Mr. Sanjeev Kumar	731626	11.80	-	-	731626	11.80
2	Mr. Satish Kumar	387378	6.25	-	-	387378	6.25
3	Mr. Harpreet Singh Kalra ¹	731626	11.80	-	-	731626	11.80
4	Mr. Sanjay Dhir ²	731884	11.80	-	-	731884	11.80
5	Mr. Pawan Sharma	Nil	Nil	Nil	Nil	Nil	Nil
6	Mr. Narang Singh	Nil	Nil	Nil	Nil	Nil	Nil
7	Ms. Him Jyoti	Nil	Nil	Nil	Nil	Nil	Nil
8	Mr. Ashok Kumar Gupta	Nil	Nil	Nil	Nil	Nil	Nil
9	Mr. Chander Sheel Baweja ³	Nil	Nil	Nil	Nil	Nil	Nil
10	Mr. Anurag Malhotra ⁴	Nil	Nil	Nil	Nil	Nil	Nil

*** Note:**

1. Mr. Harpreet Singh Kalra appointed as Director w.e.f 01/06/2016.
2. Mr. Sanjay Dhir appointed as Director w.e.f 11/08/2016.
3. Mr. Chander Sheel Baweja appointed as Director w.e.f 01/06/2016.
4. Mr. Anurag Malhotra appointed as Director w.e.f 11/08/2016.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning Of the financial year				
i) Principal Amount	8526421	Nil	Nil	8526421
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	8526421	Nil	Nil	8526421

Change in Indebtedness during the financial year				
• Addition		Nil	Nil	1226126
• Reduction	1226126 2705314			2705314
Net Change	(1479188)	Nil	Nil	(1479188)
Indebtedness at the end of the financial year				
i) Principal Amount	7047233	Nil	Nil	7047233
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	7047233	Nil	Nil	7047233

VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Sanjeev Kumar, Managing Director	Mr. Sanjay Dhir, Director		
1.	Gross Salary	24,00,000	6,00,000	Nil	30,00,000
	(a) Salary as per provisions contained	24,00,000	6,00,000	Nil	30,00,000
	(b) In section 17(1) of the Income Tax Act				
	(b) Value of perquisite su/s 17(2) Income Tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under	Nil	Nil	Nil	Nil
	(d) Section 17(3) Income Tax Act, 1961				
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil	Nil
	-As % of Profit				
	-Others, specify				
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total(A)	24,00,000	6,00,000	Nil	30,00,000
	Ceiling as per the Act	Nil	Nil	Nil	Nil

B. Remuneration of other directors:

Sr. No.	Particulars of Remuneration	Fee for attending board committee meetings	Commission	Others, please specify	Total Amount
	Independent Directors				
1	Mr. Pawan Sharma	Nil	Nil	Nil	Nil
2	Mr. Narang Singh	Nil	Nil	Nil	Nil
3	Mr. Ashok Kumar Gupta	Nil	Nil	Nil	Nil
4	Mr. Chander Sheel Baweja	Nil	Nil	Nil	Nil
5	Mr. Anurag Malhotra	Nil	Nil	Nil	Nil
	Total(1)	Nil	Nil	Nil	Nil

Sr. No.	Particulars of Remuneration	Fee for attending board committee meetings	Commission	Others, please specify	Total Amount
	Other Non-Executive Directors				
1	Mr. Satish Kumar	Nil	Nil	Nil	Nil
2	Ms. Him Jyoti	Nil	Nil	Nil	Nil
3	Mr. Harpreet Kalra	Nil	Nil	Nil	Nil
	Total(2)	Nil	Nil	Nil	Nil
	Total(B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Sanjeev Kumar CEO	Ms. Swati Vijan CS	Mr.Sanjay Dhir CFO	
1	Gross Salary				
	(a)Salary as per provisions contained in section 17 (1) of the Income	Nil	250000	Nil	250000
	(b)Value of perquisites u/s 17(2) Income Tax Act, 1961	Nil	Nil	Nil	Nil
	Profits in lieu of salary under Section17(3) Income Tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil

4	Commission -As % of Profit -Others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	250000	Nil	250000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding Fees imposed	Authority [RD/NCLT/COURT]	Appeal, if any (give details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

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

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	N.A.
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party	Nature of contracts/ arrangement/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	date(s) of approval by the Board, if any	Amount paid as advances , if any:
Preet Remedies Pvt. Ltd.	Purchase of Traded Goods	Ongoing	Rs. 22,76,06,883	30-05-2016	Nil

Quixotic Healthcare	Purchase of Traded Goods	Ongoing	Rs. 22,78,15,673	30-05-2016	Nil
Alpha Products	Purchase of Traded Goods	Ongoing	Rs. 9,63,76,995	30-05-2016	Nil
Ultrachiron Healthcare Pvt. Ltd	Purchase of Traded Goods	Ongoing	Rs. 3,20,55,018	30-05-2016	Nil
Oasis Pharma and Phytomolecules Pvt. Ltd.	Purchase of Traded Goods	Ongoing	Rs. 2,41,33,558	30-05-2016	Nil
Ultrachiron Healthcare Pvt. Ltd	Sale of Traded Goods	Ongoing	Rs. 44,658	30-05-2016	Nil

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

SHIV HARI JALAN
B.COM., F.C.A., F.C.S.

COMPANY SECRETARY

1055, Level 10, Hubtown Solaris, N. S. Phadke Mark, Andheri East West Flyover,
Andheri (East), Mumbai- 400 069, Telephone: 22075834, 22075835, 26836215,
Mobile: 9869035834.Email:shivharijalancs@gmail.com

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule

No.9 of the Companies (Appointment and Remuneration Personnel)

Rules, 2014]

To,

The Members,

Zenlabs Ethica Limited

Plot No. 194-195, 3rd Floor,

Industrial Area, Phase II, Ram Darbar,

Chandigarh - 160002

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zenlabs Ethica Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2017 complied with the

statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the company during the period under review);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the period under review);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the period under review);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the period under review)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the company during the period under review);

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(Not applicable to the company during the period under review);

(vi) The company has informed that there are no other laws which are specifically applicable to the company:

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- 1) *The Company has not complied with Regulation 47 (1) (a) of LODR wrt publishing notice of meeting of the board of directors where financial results are discussed for the quarter/ year ended 31.03.2016.*
- 2) *The Company has not complied with Regulation 47 (1) (b) of LODR wrt publishing financial result the quarter/ year ended 31.03.2016.*
- 3) *The Company has not filed form MGT – 14 and MR – 1 for Payment of remuneration to Executive Director.*
- 4) *The Company has appointed Company Secretary w.e.f. 01.06.2016.*
- 5) *The Company has not complied with Regulation 46 (2) (m) and 46 (2) (q) of LODR wrt disclosure on its website.*
- 6) *The company has not made disclosure of Management Discussion and Analysis as specified in para B of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the Annual Report of 2016 under regulation 34 (3) and 53 (f) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.*

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views if any are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company had no specific actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above .

Sd/-

Place: Mumbai
Date: 24.08.2017

SHIV HARI JALAN
COMPANY SECRETARY
FCS No: 5703
C.P.NO: 4226

This report is to be read with my letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

SHIV HARI JALAN
B.COM., F.C.A., F.C.S.

COMPANY SECRETARY

1055, Level 10, Hubtown Solaris, N. S. Phadke Mark, Andheri East West Flyover,
Andheri (East), Mumbai- 400 069, Telephone: 22075834, 22075835, 26836215,
Mobile: 9869035834.Email:shivharijalancs@gmail.com

'Annexure A'

To,

The Members,

Zenlabs Ethica Limited

Plot No. 194-195, 3rd Floor,

Industrial Area, Phase II, Ram Darbar,

Chandigarh - 160002

My Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai
Date: 24.08.2017

Sd/-
SHIV HARI JALAN
COMPANY SECRETARY

FCS No: 5703
C.P.NO.: 4226

Annexure - IV

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(As per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Introduction

Your company is one of the leading marketing companies, which is trading in wide range of branded drugs including GIT disorders, Anti-Diabetics, Anti-Hypertensive Drugs, Anti-Infective, Soaps & Anti Bacterial Drugs, Nutraceuticals and more. Zenlabs Ethica Ltd corporate sustainability is demonstrated through (a) fair, transparent and ethical governance, (b) engagement with marginalized and vulnerable communities, (c) adherence to and respect for all human rights, (d) reduction of impact of its operations on the environment and (d) promotion of employee well-being and safety.

Management discussion and analysis report reflecting the performance and outlook including the future prospects for the Company is presented herewith.

(a) Industry Structure and development:

The global economy in F.Y. 2016-17 witnessed divergent trends among major economies. Changing economic and business conditions, evolving consumer preferences and globalization are creating an increasingly competitive market environment. Changing economic and business conditions, evolving consumer preferences and globalization are creating an increasingly competitive market environment. Despite unpredictable headwinds, the global economic recovery is gaining momentum.

(b) Opportunities and Threats:

The priorities of the industry are changing, concentrating more on re-organization of operations, development of new markets and marketing techniques, giving the organization's vision a global outlook and retaining and building upon customer relationships. Fragmented markets provide many opportunities for company to expand and increase market share. New markets allow company to expand their business and diversify their portfolio of products and services.

Changes to government rules and regulations can negatively affect the company. Politics can increase company's risk factors, because governments can quickly change business rules that negatively affect company's business. Political Risk has a significant impact; Volatile costs mean company has to plan for scenarios where costs skyrocket. Cautious planning leads to development delays that can negatively affect the company.

(c) Segment wise or product-wise performance:

The currently company is engaged in trading in a wide range of branded drugs including GIT disorders, Anti-Diabetics, Anti-Hypertensive Drugs, Anti-Infective, Soaps & Anti Bacterial Drugs, Nutraceuticals and more.

(d) Outlook:

The focus for the forthcoming financial year for the Company will be continued delivery in progressing mode and grabbing the opportunities and trying to overcome challenges.

(e) Risks and concerns:

The Board of the Company has formed a risk management policy to frame, implement and monitor the risk management plan for the Company. The Board of Directors are responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. In compliance with the requirement of the Companies Act, 2013 and Listing Agreement guidelines, the Company has established a Whistle Blower Policy /Vigil mechanism Policy and the same is placed on the website of the Company.

In the opinion of Board the rising costs and changing government policies and regulations are the key risk factors that may threaten the existence of the company.

(f) Internal control systems and their adequacy:

Internal Control and Audit is an important procedure and the Audit Committee of your Company reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

Your Company has put in place an adequate internal Control System to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance. The reports are reviewed by the Audit Committee of the Board. Wherever deemed necessary, internal control system are strengthened and corrective actions initiated.

(g) Discussion on financial performance with respect to operational performance:

Your Company concluded growth in its business. The financial performance of the Company for the year ended 31 March, 2017 is satisfying as it has been achieved in the wake of several challenges confronting your Company's business.

During the year under review your Company has recorded a turnover of Rs. 81,23,76,468/- as against 16,00,39,186/- in the last year. The net profit after tax recorded by the Company at 95,16,451/- as against previous year profit of Rs. 17,02,382.

(h) Material developments in Human Resources / Industrial Relations front, including number of people employed:

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development. There is currently 110 employee in the company.

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

Annexure E

(DISCLOSURE UNDER THE COMPANIES APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- a) The ratio of remuneration of each director to the median remuneration of the employees;
Total remuneration given to employees during the year ended 31/03/2017:
Rs 2,90,83,841
Remuneration given to directors:

S.No	Name of Director	Remuneration as on 01/04/2016	Remuneration as on 31/03/2017	% Change
1.	Sanjeev Kumar	2,00,000	2,00,000	--
2.	Sanjay Dhir	50,000	50,000	--

- b) % increase in remuneration of each Director, KMP and of % . increase in median remuneration of employees
% increase in remuneration of CMD: Nil
% increase in remuneration of KMP: Nil
% increase in remuneration of median: Nil
- c) Number of permanent employees on the rolls of the company as on 31st March, 2017 is 110 (including CMD).
- d) Justification of increase in managerial remuneration with that of increase in remuneration of other employees: There is no increase in the remuneration of CMD during the year under review. The remuneration of the CMD is revised by the Board generally only on the basis of the performance level of the Company, whereas employees salary is revised every year. The last revision of CMD's remuneration was made in the year NIL. Therefore there is no increase made during the year 2016-17 as decided by the Nomination & Remuneration Committee and the Board.
- e) Affirmation that remuneration is as per remuneration policy of the Company.

I Satish Kumar, Director of the company hereby affirm that all the employees including key managerial personal are paid remuneration as per the remuneration policy formulated by the company and approved by the Board. No employee is treated unfairly or denied any benefits as may be applicable and payable to him as per the company's payment of remuneration policy.

On behalf of the Board
For Zenlabs Ethica Limited

Date: August 30, 2017
Place: Chandigarh.

Sd/-
Satish Kumar
Chairman
DIN: 00763060

COMPLIANCE CERTIFICATE
[As per Regulation 17(8) of SEBI (LODR) Regulation, 2015]

To,
The Board of Directors,
ZENLABS ETHICA LIMITED
Plot No. 194-195, 3rd Floor, Industrial Area, Phase II,
Ram Darbar, Chandigarh - 160002.

We Sanjeev Kumar (DIN : 01154896) ~ Chief Executive Officer & Managing Director and Sanjay Dhir (DIN : 02452461) ~ Chief Financial Officer & Director of the Company hereby certify that in respect of the financial year ended on March 31, 2017:

- A. We have reviewed financial statements and the cash flow statement for the year March 31, 2017 and that to the best of their knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Chandigarh
Date: May 27, 2017

Sd/-	Sd/-
Sanjeev Kumar	Sanjay Dhir
CEO	CFO

DECLARATION

I, SANJEEV KUMAR, CEO of the Company hereby declare that all Board Members and Senior Management Personnel have affirmed compliance with the code on an annual basis.

On behalf of the Board
For Zenlabs Ethica Limited

Date: May 27, 2017
Place: Chandigarh

Sd/-
Sanjeev Kumar
Chairman
DIN: 01154896

INDEPENDENT AUDITOR'S REPORT

TO
The Members of,
Zenlabs Ethica Limited

Report on the Standalone Financial Statements:

We have audited the accompanying standalone financial statements of M/s Zenlabs Ethica Limited ('the Company'), which comprise the balance sheet as at 31st March, 2017, the statement of profit and loss (including other comprehensive income), the statement of cash flow and the statement of change in equity for the year then ended and a summary of significant accounting policies and other explanatory information (herein after referred to as "standalone financial statement").

Management's Responsibility for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate Internal Financial Controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We, conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Accounting Standards, of the financial position of the company as at 31st March, 2017, and its financial performance including other comprehensive income and its cash flows for the year ended on the date.

Report on Other Legal and Regulatory Requirements:

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure 'A', a statement on the matters specified in the paragraph 3 and 4 of the order.
- (2) As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in the equity dealt with by this Report are in Agreement with books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder;
 - (e) On the basis of the written representations received from the directors as on 31st March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of internal Financial controls over financial reporting of the Company and the Company the Operating effectiveness such controls, refer to our separate reports "Annexure B" and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) there are no litigations pending against the Company.
 - (ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any on long term contracts including derivative contracts

- (iii) there was no requirement on the part of the Company to transfer any amount to the Investor Education and protection fund; and
- (iv) the Company has provided requisite disclosures in its standalone financial statement as to holdings as well as dealing in specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company.

**FOR VIJAY DARJI AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 118614W**

**Sd/-
CA VIJAY DARJI
PROPERITOR
MEM NO: 105197**

**PLACE: MUMBAI
DATE: 27.05.2017**

ANNEXTURE - A

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Stand alone financial statements for the year ended 31 March 2017, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has physically verified the fixed assets at reasonable intervals. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the Company.

- (ii) (a) The management has conducted the physical verification of inventory at reasonable intervals.

(b) No discrepancies were noticed on physical verification of the inventories

- (iii) The Company has not granted any loans, secured and unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly the provision of clause 3 (iii) (a) to (c) of the order are not applicable to the Company and hence not commented upon.

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

- (v) The Company has not accepted any deposits from the public.

- (vi) The Central Government has not specified the maintenance of cost records under section 148(1) of The Companies Act, for any of the business undertaken by the company.

- (vii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company has no dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were not in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

- (viii) The Company has not defaulted in repayment of loans or borrowings taken from any financial institution, banks, government or debenture holders during the year.

- (ix) The Company have not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employee has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of The Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR VIJAY DARJI AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 118614W**

**Sd/-
CA VIJAY DARJI
PROPERITOR
MEM NO: 105197**

**PLACE: MUMBAI
DATE: 27.05.2017**

ANNEXTURE - B to the Auditors Report

Report on the Internal Financial Controls under Clause (f) of sub-section 143(3) of the Companies Act, 2013 {the Act"}

We have audited the Internal Financial Controls over financial reporting of Zenlabs Ethica Limited, ("the Company") as of 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining Internal Financial Controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI). These responsibilities include the design, implementation and maintenance of adequate Internal Financial Controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility:

Our responsibility is to express an opinion on the Company's Internal Financial Controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of Internal Financial Controls over financial reporting included obtaining an understanding of Internal Financial Controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

Pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting:

Because of the inherent limitations of Internal Financial Controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls system over financial reporting and such Internal Financial Controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR VIJAY DARJI AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 118614W**

Sd/-

**CA VIJAY DARJI
PROPERITOR
MEM NO: 105197**

**PLACE: MUMBAI
DATE: 27.05.2017**

ZENLABS ETHICA LIMITED

(Formerly known as Neelkanth Technologies Limited)

Balance Sheet as at 31st March, 2017

Particulars	Note No	(Figures in Rs.)	
		AS AT 31.03.2017	AS AT 31.03.2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	62,000,140	62,000,140
(b) Reserves and Surplus	3	(4,075,985)	(14,120,436)
(c) Money Received against share warrants		-	-
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	4	5,821,107	8,526,421
(b) Deferred Tax Liabilities (Net)	5	-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions	6	1,607,374	1,224,994
(4) Current Liabilities			
(a) Short-Term Borrowings	7	1,226,126	-
(b) Trade Payables	8	244,472,759	218,579,660
(c) Other Current Liabilities	9	22,505,243	25,902,341
(d) Short-Term Provisions	10	171,835	1,603,855
Total		333,728,599	303,716,975
II. ASSETS			
(1) Non-Current Assets			
<i>(a) Fixed Assets</i>			
(i) Tangible Assets	11	15,031,519	16,835,109
(ii) Intangible Assets		-	-
(iii) Capital Work-In-Progress		-	-
(b) Non-Current Investments	12	9,519,544	12,509,544
(c) Deferred Tax Assets (net)	5	426,264	753,503
(d) Long Term Loans and Advances		-	-
(e) Other Non-Current Assets	13	647,865	647,865
(2) Current assets			
(a) Current Investments		-	-
(b) Inventories	14	61,686,388	82,036,902
(c) Trade Receivables	15	232,210,668	164,598,606
(d) Cash and Cash Equivalents	16	11,378,699	24,890,642

(e) Short-Term Loans and Advances	17	947,528	681,500
(f) Other Current Assets	18	1,880,124	763,304
Total		333,728,599	303,716,975

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements.

For Vijay Darji And Associates

Chartered Accountants

FRN:118614W

**Sd/-
CA Vijay Darji
Proprietor**

**Sd/-
Sanjeev Kumar
Managing Director and CEO**

M.No. 105197

Place : Chandigarh

Date : 27.05.2017

For and on behalf of the Board

**Sd/-
SatishKumar
Director and CFO**

**Sd/-
Swati Vijan
Company Secretary**

ZENLABS ETHICA LIMITED

(Formerly known as Neelkanth Technologies Limited)

Statement of Profit and Loss for the year ended 31st March, 2017

(Figures in Rs.)

Particulars	Note No	Current financial year	Previous financial year
I. Revenue From Operations	19	811,591,060	157,520,920
Less: Excise Duty		-	-
		811,591,060	157,520,920
II. Other Income		785,408	2,518,266
III. Total Revenue (I +II)		812,376,468	160,039,186
IV. Expenses:			
Cost of Materials Consumed		-	-
Purchase of Stock-in-Trade	20	633,838,438	201,850,499
Manufacturing and Operating Cost		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	20,350,514	(82,036,902)
Employee Benefit Expense	22	30,536,357	6,894,035
Financial Costs	23	1,013,135	236,538
Depreciation Expense	11	2,040,188	578,124
Other Expenses	24	112,318,207	28,819,868
Total Expenses		800,096,839	156,342,162
V. Profit before exceptional and extraordinary items and tax	(III - IV)	12,279,629	3,697,024
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		12,279,629	3,697,024
VIII. Extraordinary Items (Merger/takeover expenses)		-	2,796,049
IX. Profit before tax (VII - VIII)		12,279,629	900,975
X. Tax Expense:			
(1) Current Tax		2,435,939	528,000
(2) Deferred Tax		327,239	(821,183)
(3) Tax in respect of earliar year		-	-
(4) MAT credit entitlement.		-	(508,224)

XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	9,516,451	1,702,382
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		9,516,451	1,702,382
XVI. Earning per equity share:			
(1) Basic		1.59	0.06
(2) Diluted		1.59	0.06
No of Share outstanding		6,200,014	6,200,014

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements.

For Vijay Darji And Associates

Chartered Accountants

FRN: 118614W

**Sd/-
CA Vijay Darji**

Proprietor

M.No. 105197

PLACE : CHANDIGARH

DATE : 27.05.2017

For and on behalf of the Board

**Sd/-
Sanjeev Kumar**
Managing Director and
CEO

**Sd/-
SatishKumar**
Director and
CFO

**Sd/-
Swati Vijan**
Company Secretary

Cash Flow Statement for the Year ended 31- 03-2017

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Cash flow from Operating Activity		
Net Profit/(Loss) before tax and extraordinary items	12,279,629	3,697,024
Adjustment for		
Depreciation	2,040,188	578,124
MAT credit entitlement FY 2015-16	-	508,224
Adjustment of Income Tax Prov. FY 2015-16	528,000	-
Total adjustment	2,568,188	1,086,348
Operating profits before working capital changes	14,847,817	4,783,372
Decrease/(Increase) in current / Non current assets	(45,654,396)	(224,636,488)
(Decrease)/Increase in current / Non current liabilities	20,236,549	229,071,155
Total Change in working capital	(25,417,847)	4,434,667
Net cash flow from operating activity	(10,570,030)	9,218,039
Purchase of fixed assets	(236,599)	(16,881,099)
Net cash flow from investing activity	(236,599)	(16,881,099)
Issue of Equity Share Capital	-	23,804,388
Borrowings/(Repayments) from/to financial institutions/banks	(2,705,314)	8,526,421
Net cash flow from financing activity	(2,705,314)	32,330,809
Net increase/(decrease) in cash and cash equivalents	(13,511,943)	24,667,749
Cash and cash equivalents at the beginning of the year	24,890,642	222,893
Cash and cash equivalents at the end of the year	11,378,699	24,890,642

For Vijay Darji And Associates
Chartered Accountants
FRN: 118614W

Sd/-
Sanjeev Kumar
Managing Director and CEO

Sd/-
Satish Kumar
Director and CFO

Sd/-
CA Vijay Darji
Proprietor

M.No. 105197

Sd/-
Swati Vijan
Company Secretary

PLACE : CHANDIGARH

DATE : 27.05.2017

NOTE 1 FORMING PART OF THE FINANCIAL STATEMENTS OF ZENLABS ETHICA LIMITED

FOR THE YEAR ENDING 31ST MARCH 2017

Company overview:

Zenlabs Ethica Limited [‘the Company’] (formerly known as Neelkanth Technologies Limited) is a pharmaceutical company. It deals in marketing and distribution of pharmaceutical products. The company is domiciled in India and is listed on the Bombay Stock Exchange (BSE).

1 SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The financial statements have been prepared under the historical cost convention on the "Accrual Concept" of accountancy in accordance with the accounting principles generally accepted in India and they comply with the Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies [Accounts] Rules, 2014 and other pronouncement issued by the Institute of Chartered Accountants of India [ICAI], to the extent applicable, and with the applicable provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria's set out in the schedule III to the Companies Act, 2013. Based on the nature of products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertain its operating cycle as twelve months for the purpose of classification of assets and liabilities into current and non-current.

B Use of estimates

The preparation of Financial Statements is in conformity with the Accounting Standards generally accepted in India that requires, the management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results may differ from these estimates. Any revision to accounting estimates is recognised in the period in which the estimate is revised and future periods affected.

C. Property, Plant and Equipment

A. Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment loss, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

B. Depreciable amount for Property, Plant and Equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

C. Depreciation on Property, Plant & Equipment is provided on Straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

D. Where the actual cost of purchase of an asset is below Rs. 10,000/-, the depreciation is provided @ 100 %.

E. Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment occurs where the carrying value of the Asset exceeds its recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. An impairment loss, if any, is recognised in the period in which the impairment takes place.

D. Borrowing Cost

A. Borrowing Cost includes interest.

B. Such costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of such assets, up to the date the assets are ready for their intended use.

C. Other borrowing costs are recognised as an expense in the year in which they are incurred.

E. Valuation of Inventories

A. Inventories are valued at lower of cost and net realisable value.

F. Revenue Recognition

A. Revenue from Sale of goods is recognised when significant risks and rewards of ownership of the goods have been passed on to the buyer.

B. Revenue in respect of other income is recognised when no significant uncertainty as to its determination or realisation exists.

G. Expenditure

Expenses are accounted for on accrual basis, net of recoveries, if any and provision is made for all known losses and liabilities

H. Employee Benefits

A. The Company contributes on a defined contribution basis to Employees' Provident Fund towards post employment benefits which is expensed in the year to which it pertains.

B. The liability for the defined benefit plan of Gratuity is determined on the basis of an actuarial valuation by an independent actuary at the year end, which is calculated using projected unit credit method. Actuarial gains and losses which comprise experience adjustment and the effect of changes in actuarial assumptions are recognised in the statement of Profit and Loss.

I. Accounting for Taxes on Income

A. Tax expenses comprise current and deferred tax.

B. Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961.

C. Deferred tax reflects the impact of current year timing differences between accounting and taxable income and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets are recognised only to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised and are reviewed at each balance sheet date.

D. Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the guidance note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as " MAT Credit Entitlement". The Company reviews the " MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

J Foreign Currency Transactions:

A. The transactions in foreign currencies are stated at the rates of exchange prevailing on the dates of transactions.

B. The net gain or loss on account of exchange rate differences either on settlement or on translation of short term monetary items is recognised in the statement of Profit and Loss.

K. In the Opinion of the Board of Directors , the current assets, loans & advances are approximately of the value stated if realised in the ordinary course of business. The provision of all known liabilities is made on accrual basis.

Company as a policy obtains balance confirmation from sundry debtors and creditors on monthly/quarterly/half yearly basis depending upon quantum of transaction made with the parties. Considering the same company does not have all balance confirmations as at 31st March 2017, the effect of the same, if any which is not likely to be material will be adjusted at the time of confirmation.

L. CASH AND CASH EQUIVALENTS

Cash & Cash Equivalents in the Balance Sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

M. REVENUE RECOGNITION

Revenue is recognised to the extent it is probable that economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. All revenues are accounted on accrual basis except to the extent stated otherwise.

N. Detail of Payment to Auditors

Statutory Audit Fee	Current Year	Previous Year
	(Rs)	(Rs)
	115,000.00	57,250.00
Total	115,000.00	57,250.00

O. Detail of transactions entered into with related parties during the year as required by AS-18 (Related Party) issued by ICAI, New Delhi are as under

A. Names of the related parties and related party relationships:-

i) List of key management personnel as defined under Accounting standard (AS-18 "Related Party Disclosures")

- a) Mr.Sanjeev Kumar
- b) Mr.Satish Kumar
- c) Mrs.Himjyoti Dhir

ii) List of relatives of key management personnel

- a) Mr.Sanjay Dhir

ii) Enterprises owned or significantly influenced by key management personnel.

- a) Preet Remedies Pvt Ltd
- b) M/s Quixotic Healthcare
- c) M/s Alpha Products
- d) Ultrachiron Healthcare Pvt Ltd
- e) Oasis Pharma and Phytomolecules Pvt Ltd

B. Transactions during the year with related parties are as under:-

(Amount in Rs.)

Name of the related party	Nature of Transaction	2016-17	2015-16
Preet Remedies Private Limited LL	Purchase of Traded Goods	124,773,949.00	18,670,179.00
Preet Remedies Pvt Ltd Unit II	Purchase of Traded Goods	102,832,934.00	-
Quixotic Healthcare Unit I	Purchase of Traded Goods	21,861,369.00	60,921,774.00
Quixotic Healthcare LL	Purchase of Traded Goods	146,149,726.00	-
Quixotic Healthcare Unit II	Purchase of Traded Goods	59,804,578.00	-
Alpha Products	Purchase of Traded Goods	96,376,995.00	19,893,111.00
Ultrachiron Healthcare Pvt. Ltd.	Purchase of Traded Goods	32,055,018.00	5,504,065.00
Ultrachiron Healthcare Pvt. Ltd.	Sale of Traded Goods	44,658.00	-
Oasis Pharma and Phytomolecules Pvt. Ltd.	Purchase of Traded Goods	24,133,558.00	13,126,300.00
Mr. Sanjeev Kumar	Director Remuneration	2,400,000.00	600,000.00
Mr. Sanjay Dhir	Director Remuneration	600,000.00	150,000.00

P Managing Directors' Remuneration

(Amount in Rs)

Particulars	Current Year	Previous year
Salary & Allowances	3,000,000.00	750,000.00
Commission on Profit	-	-
Total	3,000,000.00	750,000.00

Q. Figures have been regrouped/ rearranged wherever necessary to make them comparable with the figure of previous year.

R. In compliance with AS-22, Accounting for taxes on income issued by the ICAI, a sum of Rs.3,27,239 being Deferred Tax Asset has been recognized in the books of accounts.

S. Segment Reporting

The company is considered to be a single segment company engaged in the trading of pharmaceutical formulations. Consequently, the company has, in its primary segment, only one reportable business segment.

T Earning Per Share

The earnings considered in ascertaining the Company's Earnings per share (EPS) comprise the net profits after tax but before adjustment of deferred Tax.

U There are no litigations pending against the Company as on date.

In terms of our separate report of even date annexed

AUDITOR'S REPORT

For Vijay Darji And Associates

Chartered Accountants

FRN: 118614W

Sd/-

**CA Vijay Darji
Proprietor
M.No. 105197**

Sd/-

**Sanjeev Kumar
Managing Director and CEO**

**For and on behalf
of the Board**

Sd/-

**Satish Kumar
Director and CFO**

Place : Chandigarh

Date : 27.05.2017

Sd/-

Swati Vijan

Company Secretary

ZENLABS ETHICA LIMITED

Note 2 - Share Capital

Particulars	(Amount in Rs.)	
	Current Reporting Period	Previous Reporting Period
Authorised		
7000000 (P.Y 4000000) Equity Shares of Rs. 10/- each	70,000,000	70,000,000
Issued, Subscribed and Paid up		
6200014 (P.Y 6200014) Equity Shares of Rs.10/- each fully paid up	62,000,140	62,000,140
TOTAL	62,000,140	62,000,140

(b) Details of Shareholders holding more than 5% of the aggregate shares in the company

Name of the shareholder	Current Reporting Period	Previous Reporting Period
	Equity	Equity
Preet remedies Private Limited	1,612,650.00	1,612,650.00
% age of Holding	26.01%	26.01%
Sanjeev Kumar	731,626.00	731,626.00
% age of Holding	11.80%	11.80%
Satish Kumar	387,378.00	387,378.00
% age of Holding	6.25%	6.25%
Harpreet Singh Kalra	731,626.00	731,626.00
% age of Holding	11.80%	11.80%
Sanjay Dhir	731,884.00	731,884.00
% age of Holding	11.80%	11.80%

As on 20.3.2017 these have been inter se transfer of lock in shares. However effect of the same are not given as these shares are pending for transfer by NSDL/RTA/DP

(c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31.03.2017	As at 31.03.2016
Equity Shares		
Shares outstanding at the beginning of the year	6,200,014	3,617,500
Shares issued during the year	-	2,582,514
Shares outstanding at the end of the year	6,200,014	6,200,014

Note 3 - Reserves & Surplus

(Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
(i) Profit & Loss Account		
As per last Balance Sheet	(14,120,436)	(16,531,312)
Add/(Less): profit/(loss) for the period	9,516,451	1,702,382
Add: Profit/(loss) from the takeover of business of Zenlabs India	-	775,297
Less: amount transferred from fixed assets	-	(66,803)
Less: Provision of I.Tax. FY 205-16	528,000	-
	<u>(4,075,985)</u>	<u>(14,120,436)</u>
(ii) Capital Reserve		
	-	-
TOTAL	<u>(4,075,985)</u>	<u>(14,120,436)</u>

Note 4 - Long Term Borrowings

(Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
Secured Loans		
Vehicle Loan- HDFC Bank	126,606	601,349
Vehicle Loan- HDFC Bank	360,700	856,715
Vehicle Loan- Kotak Mahindra Bank	5,333,801	7,068,357
TOTAL	<u>5,821,107</u>	<u>8,526,421</u>

Note: The said loans are secured against the vehicles of the company. Vehicles and loans are standing in the name of Zenlabs India (merged firm).

Note 5 - Deferred Tax Liabilities/ Deferred Tax Asset (Net)

Particulars	Current Reporting Period	Previous Reporting Period
Liabilities		
Timing differences	(753,503)	67,680
Current Year adjustment of deferred tax	327,239	(821,183)
TOTAL	<u>(426,264)</u>	<u>(753,503)</u>
Deferred Tax Asset (Net)	<u>(426,264)</u>	<u>(753,503)</u>

Note 6 - Long-Term Provisions

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
Provision for gratuity	1,607,374	1,224,994
TOTAL	1,607,374	1,224,994

Note 7 - Short Term Borrowings

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
Overdraft Limit	1,226,126	-
TOTAL	1,226,126	-

Note: Company during the FY 2016-17 availed the overdraft facility of Rs. 99 Lakhs from the HDFC Bank Ltd. Against the Fixed Deposit of Rs. 110 Lakhs as security.

Note 8- Trade Payables

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
Sundry creditors	244,472,759	218,579,660
TOTAL	244,472,759	218,579,660

Note 9- Other Current Liabilities

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
Current Maturities of Long Term Debt	2,634,230	2,395,767
Expenses Payable		
Audit fee payable	105,000	94,050
Professional Charges Payable	217,596	-
Duties, taxes and other statutory dues payable	2,218,493	1,620,554
Expenses payable	6,952,924	5,959,092
Cheques issued but not presented for payment	-	15,832,878
Advances from Customers	10,377,000	-
Total	22,505,243	25,902,341

Note 10 - Short-Term Provisions

(Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
Provision for Income Tax	-	1,466,740
Provision for Gratuity	171,835	137,115
TOTAL	171,835	1,603,855

Note 12 - Non-Current Investments

(Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
Investment in Equity Shares	9,519,544	12,509,544
TOTAL	9,519,544	12,509,544

Note 13 - Other Non-Current Assets

(Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
Security Deposits	647,865	647,865
TOTAL	647,865	647,865

Note 14 - Inventories

(a)

(Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
(a) Stock In Trade	61,686,388	82,036,902
GRAND TOTAL	61,686,388	82,036,902

Note 15 - Trade Receivables

(a)

(Amount in Rs.)

Particulars	Current Reporting Period	Previous Reporting Period
(a) Due for a period less than six months		
Unsecured, considered good	125,495,788	124,554,545
(b) Due for a period more than six months		
Unsecured, considered good	106,714,880	40,044,061
GRAND TOTAL	232,210,668	164,598,606

Note 16- Cash & Cash Equivalents

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
(a) Balance with banks (excluding bank deposits with more than 12 months of maturity)	11,137,656	24,181,523
(b) Cash in Hand	241,043	709,119
TOTAL	11,378,699	24,890,642

Note 17 - Short-Term Loans and Advances

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
Other Loan and Advances (specify nature)		
Unsecured, considered good	947,528	681,500
GRAND TOTAL	947,528	681,500

Note 18 - Other Current Assets

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
(a) Other advances receivable in cash or kind or for value to be received	-	-
(b) Income Tax Refund (2010-11)	251,360	251,360
(c) Income Tax Refund (2012-13)	2,680	2,680
(d) Income Tax Refund (2013-14)	1,040	1,040
(d) Income Tax Refund (FY 2015-16)	393,280	-
(e) MAT credit entitlement FY 2015-16	514,944	508,224
(f) Interest accrued on FDR	677,483	-
(g) Income Tax Refund (FY 2016-17)	39,337	-
TOTAL	1,880,124	763,304

ZENLABS ETHICA LIMITED

Note 19 - Gross Revenue from Operations

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
	-	
(a) Sale of Products (A)	811,591,060	157,520,920
(b) Other Income		
Insurance claim against loss of stock in transit	-	2,487,500
Duty drawback	32,649	30,766
Interest on FDR	752,759	-
(B)	785,408	2,518,266
GRAND TOTAL	812,376,468	160,039,186

Note 20 - Purchases of Stock-in-Trade

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
Purchase of Pharmaceutical products	633,838,438	131,798,058
Stock taken over from Zenlabs India	-	70,052,441
TOTAL	633,838,438	201,850,499

Note 21 - Changes in Inventories

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
(a) At the end of the period		
Stock-in-Trade	61,686,388	82,036,902
	61,686,388	82,036,902
(a) At the beginning of the period		
Stock-in-Trade	82,036,902	-
	82,036,902	-
TOTAL	20,350,514	(82,036,902)

Note 22 - Employees Benefits Expenses

(Amount in Rs.)		
Particulars	Current Reporting Period	Previous Reporting Period
(i) Salaries and wages	29,171,131	6,615,092
(ii) Employer contribution to ESI	140,543	35,711
(ii) Employer contribution to PF	347,186	87,412
(iv) Staff welfare expenses	460,397	90,245
(v) Gratuity expenses	417,100	65,575

TOTAL**30,536,357****6,894,035****Note 23 - Finance Cost****(Amount in Rs.)**

Particulars	Current Reporting Period	Previous Reporting Period
Bank Interest	1,003,487	228,651
Bank Charges	9,648	7,887
TOTAL	1,013,135	236,538

Note 24 - Other Expenses**(Amount in Rs.)**

Particulars	Current Reporting Period	Previous Reporting Period
Advertisement Expenses	25,107,342.00	5,615,014.00
Auditor Remuneration	115,000	57,250
Boarding and Lodging Expenses	497,211	304,142
Business Promotion Expenses	4,793,423	1,513,641
Carriage Inward and Outward	20,758,788	6,156,484
Cash Discount	6,987,327	1,276,825
Commission Expenses	5,678,861	1,049,425
Travelling and conveyance expenses	138,587	29,760
Electricity and water expenses	294,341	53,508
Fees and Taxes	759,232	284,996
Insurance expenses	849,807	198,949
Loading and unloading expenses	624,756	180,884
Office expenses	198,528	70,578
Director Remuneration	3,000,000	600,000
Courier and postage	236,321	72,192
Printing and stationary	295,306	45,012
Professional charges	1,279,004	174,888
Rebate and Discount	16,643,143	5,301,376
Rent expenses	5,200,570	1,269,327
Repair and maintenance expenses	405,892	90,798
Security expenses	1,467,920	499,220
Service Tax	687,486	24,392
Software Renewal Expenses	51,481	18,093
Telephone Expenses	205,634	47,078
Tour and Travel Expenses	15,670,260	3,831,544
Miscellaneous expenses	371,987	54,492
TOTAL	112,318,207	28,819,868

Note 25 - Earning Per Equity Share

	Particulars	Current Reporting Period	Previous Reporting Period
(a)	Net profit after tax but before Deferred Tax attributable to equity shareholders for Basic EPS	9,843,690	372,975
	Add/Less: Adjustment relating to potential equity shares	-	-
	Net profit after tax but before Deferred Tax attributable to equity shareholders for Diluted EPS	9,843,690	372,975
	For Basic EPS	6,200,014	6,200,014
	For Diluted EPS	6,200,014	6,200,014
(c)	Basic EPS	1.59	0.06
	Diluted EPS	1.59	0.06
	Face Value per Equity Share (Rs.)	10	10
(d)	Reconciliation between no. of shares used for calculating basic and diluted EPS		
	No. of shares used for calculating Basic EPS	6,200,014	6,200,014
	Add: Potential equity shares	-	-
	No. of shares used for calculating Diluted EPS	6,200,014	6,200,014

ZENLABS ETHICA LIMITED
(Formerly known as Neelkanth Technologies Limited)

Note -11

SCHEDULE OF FIXED ASSETS AS ON 31.03.2017

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01-04-2016	Additions during the period	Sale/ Adj.	Total	Upto 01-04-2016	For the Current Year	Sale /Adj.	Total dep.	As on 31-03-2017	As on 31-03-2016
Computers	1,108,811	72,134	-	1,180,945	920,275	61,361	-	981,636	199,309	188,536
Furniture & Fixtures	2,174,648	-	-	2,174,648	751,502	288,681	-	1,040,183	1,134,465	1,423,146
Office Equipments	612,255	164,465	-	776,720	278,046	116,540	-	394,586	382,135	334,209
Electrical Equipments	197,923	-	-	197,923	150,784	28,867	-	179,651	18,272	47,139
Vehicles	15,116,548	-	-	15,116,548	378,904	1,535,991	-	1,914,895	13,201,653	14,737,644
Plant and Machinery	106,590	-	-	106,590	2,157	8,748	-	10,905	95,685	104,433
Current Year (Rs.)	19,316,776	236,599	-	19,553,375	2,481,668	2,040,188	-	4,521,856	15,031,519	16,835,108
Previous Year (Rs.)	2,435,677	16,881,099	-	19,316,776	1,836,741	578,124	66,803	2,481,668	16,835,109	598,936

ZENLABS ETHICA LIMITED
(FORMERLY KNOWN AS NEELKANTHTECHNOLOGIESLIMITED)

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

CIN: L74900CH1993PLC033112

Tel No. 0172-4651105

Website: www.zenlabsethica.com

Email ID: queries@zenlabsethica.com

ATTENDANCE SLIP

(To be presented at the entrance)

Registered Folio No / DP ID No / Client ID No.:	
Name and Address of the Member (s)	
Joint Name(s)	
No. of Shares Held	
Name of the Proxy holder	
Signature of Member (s) / Proxy	

I/We hereby record my/our presence at the **24th ANNUAL GENERAL MEETING** of the Company held on Friday, the 29th 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.

Note: Members / Proxies are requested to bring the attendance slip with them.

Electronic Voting Particulars:-

EVSN (Electronic Voting Sequence Number)	*Default PAN
170830034	USE YOUR PAN

* Only Shareholder who have not update their PAN with Company / Depository Participant shall use default PAN in the pan field.

Note: Please read the instructions printed at note 20 of the Notice of Twenty Forth Annual General Meeting. The E-Voting period starts on Tuesday the 26th September, 2017 (9.00 a.m. Indian Standard Time) and ends on Friday the 28th September, 2017 (5.00 p.m. Indian Standard Time). The e-voting module shall be disable by CDSL for voting thereafter.

**FormNo.MGT-11
PROXYFORM**

(Pursuant to Section105 (6)of the Companies Act, 2013 and rules 19 (3) of the Companies
(Management and Administration)Rules,2014)

ZENLABS ETHICA LIMITED

(FORMERLY KNOWN AS NEELKANTH TECHNOLOGIES LIMITED)

Regd.Office:PlotNo.194-195, 3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-
160002

CIN: L74900CH1993PLC033112

TelNo.0172-4651105

Website: www.zenlabsethica.com

Email ID: queries@zenlabsethica.com

Name of themember(s):.....
RegisteredAddress:.....
E.MaiId:.....FolioNo./ClientId.....
DP ID.....

I/We, being the member(s)holdingof.....shares of the above named Company,
hereby appoint

1. Name:.....
Address:.....
E.mailID:.....Signature:.....orfailinghim.....

2. Name:.....
Address:.....
E.mailID:.....Signature:.....orfailinghim.....

3.Name:.....Address:.....
.....
E.mailID:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the24th
Annual general meeting of the company, to be held on theFriday, 29th September, 2017 at
11.00 A.M atPlot No. 194-195, 3rd Floor, Industrial Area, Phase II, Ram Darbar, Chandigarh-
160002 and at any adjournment thereof inrespect of such resolutions as are indicated below

Resolution No	Resolutions
	Ordinary Business
1	To receive, consider and adopt the audited accounts for the year ended 31 st March, 2017 along with notes and schedules thereon on that date and the Directors and Auditors reports thereon.

2	To declare a dividend at the rate of Rs. 0.25 per Equity Share of the company for 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 ratify the appointment of M/s. Vijay Darji and Associates, Chartered Accountants, Mumbai, as Statutory Auditors of the Company and to fix their remuneration for the financial year Ended March 31, 2018.
	Special Business
5	To re-designate Mr. Sanjay Dhir, (DIN: 02452461) as Whole time Director of the Company.

Signed this.....day of September, 2017

<p>Affix Revenue stamp</p>

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to reach to the Venue of AGM

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

Prominent Landmark: Ram Darbar

