



zenotech

CIN: L27100AP1989PLC010122
ZENOTECH LABORATORIES LTD.
Survey No. 250 - 252,
Turkapally Village
Shameerpet Mandal
R R District 500 078, A.P., India.
Tel: +91 40 2348 0430 / 35
Fax: +91 40 2348 0429

Date: July 15, 2015

Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

SUB: Compliance under clause 49 – Quarter: June 30, 2015
REF: Zenotech Laboratories Limited – Scrip no. 532039.

Please find attached report on Corporate Governance Compliance of the Company for the quarter under subject.

Please find the same in order and oblige.

Thanking you.

Yours faithfully,

for **Zenotech Laboratories Limited**

Chinmoy Patnaik

Company Secretary & Head, Legal

Encl:d:a/a

Quarterly Compliance Report on Corporate Governance

Name of the Company: Zenotech Laboratories Ltd.

Quarter ended on June 30, 2015

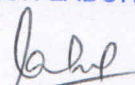
Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	YES	Effective from June 30, 2015 Mr. Virendra G. Bhatt was appointed as independent director while Mr. Vijay G. Agarwal & Mr. Surinder Kumar Kohli, resigned as directors. Consequent to the foregoing changes, the Board comprised of the following directors as of June 30, 2015: 1. Smt. Kavita R. Shah – Independent director & 2. Mr. Virendra G. Bhatt – Independent director.
(B) Independent Directors	49 (IIB)	YES	Consequent to the resignations of Mr. Vijay G. Agarwal & Mr. Surinder Kumar Kohli, from the office of directors on June 30, 2015, the number of directors of the company fell below the number statutorily required for a public company under the Companies Act, 2013 and the listing agreement. Provisions relating to disclosures in the annual report will be done in the next Annual Report. Provisions relating to disclosure on the Company's Website, the terms and conditions of the appointment of Independent Directors (ID) will be done in due course
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	YES	
(D) Other Provisions as to Board and Committees	49 (IID)	YES	In view of the changes in the composition of the Board of directors as mentioned above, all the committees of the Board require reconstitution.
(E) Code of Conduct	49 (IIE)	YES	Posting of the Code of Conduct on the website of the Company will be done in due course.
(F) Whistle Blower Policy		YES	Disclosure on the details of the establishment of the whistle blower mechanism on the company's website will be done in due course.
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	Due to the resignation of Mr. Vijay G. Agarwal and Mr. Surinder kumar Kohli from their offices as directors on June 30, 2015, the Audit Committee requires reconstitution.
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
IV. Nomination and Remuneration Committee	49 (IV)	YES	Dr. R. S. Bakshi and Mr. Vijay G. Agarwal resigned from their offices as directors on June 01 and 30, 2015

For ZENOTECH LABORATORIES LTD.


Company Secretary & Head of Legal

			respectively. Therefore, the Nomination and Remuneration committee requires reconstitution.
V. Subsidiary Companies	49 (V)	NO	The matter has been elaborately explained and disclosed in the Annual Report for financial years 2012 - 13 & 2013 -14 and also explained vide letters dated June 20, September 21 & December 17, 2013 about the missing records of the Company's subsidiaries and actions initiated against one of the former Managing Directors of the Company for recovery.
VI. Risk Management	49 (VI)	YES	
VII. Related Party Transactions	49 (VII)	YES	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	YES	Compliance with the provisions relating to annual disclosures will be made in the next Annual Report. (Report on material transactions with Related Party appended as annexure - 1)
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	
(C) Remuneration of Directors	49 (VIII C)	YES	Compliance with the provisions relating to annual disclosures will be made in the next Annual Report.
(D) Management	49 (VIII D)	YES	Compliance with the provisions relating to annual disclosures will be made in the next Annual Report. Provisions relating to disclosure of Company's Code of Conduct for the Board members and the senior management on Company's website will be done in due course.
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII I)	N.A.	
IX. CEO/CFO Certification	49 (IX)	YES	
X. Report on Corporate Governance	49 (X)	YES	Compliance with the provisions relating to annual disclosures will be made in the next Annual Report.
XI. Compliance	49 (XI)	YES	Qualified report issued for FY 2013 -2014 by Company Secretary in Practice.

FOR ZENOTECH LABORATORIES LIMITED
For ZENOTECH LABORATORIES LTD.


Chinmoy Pattnaik
Company Secretary & Head of Legal
Company Secretary

Related Party Transactions for the Quarter ended June 30, 2015.

Sl.No	Name of the Related Party	Relationship	Nature of transaction	Total Transaction value for the quarter ended 30.06.2015
1	Sun Pharmaceutical Industries Limited		Sales	66,65,101
2	Sun Pharmaceutical Industries Limited		Term Loan	-----
3	Sun Pharmaceutical Industries Limited		Term Loan Interest	1,72,95,508

For ZENOTECH LABORATORIES LTD.


Company Secretary & Head of Legal