



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  
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Date: October 9, 2015

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

Dear Sir,

**SUB: Compliance under clause 49 – Quarter: September 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

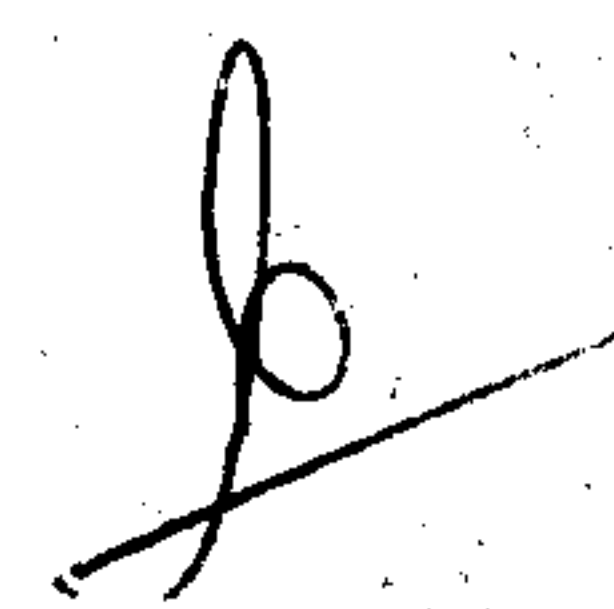
Company Secretary & Head, Legal

Encl.: a/a

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: Zenotech Laboratories Ltd.  
Quarter ended on September 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	49(II)		
(A) Composition of Board	49(IIA)	YES	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. Mr. Jignesh A. Goradia was appointed as Additional Director effective from July 8, 2015.
(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. Mr. Jignesh A. Goradia was appointed as Additional Director effective from July 8, 2015. For the financial year 2015 -16, disclosures will be made in the next Annual Report.
(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, the Audit Committee was reconstituted on July 24, 2015. The Nomination and Remuneration Committee as well as Stakeholders Relationship Committee were reconstituted effective from August 10, 2015.
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy		YES	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	Due to the resignations of Mr. Vijay G. Agarwal and Mr. Surinder kumar Kohli from the offices of directors on June 30, 2015, the Audit Committee required reconstitution. Mr. Jignesh A. Goradia was appointed as Additional Director effective from July 8, 2015 and the Audit Committee was reconstituted on July 24, 2015.
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	Dr. R. S. Bakshi and Mr. Vijay G. Agarwal resigned from their offices as directors on June 01 and 30, 2015 respectively. Consequently, the Nomination and Remuneration committee required reconstitution. The



			committee was reconstituted on August 10, 2015.
<b>V. Subsidiary Companies</b>	49 (V)	NO	The matter has been elaborately explained and disclosed in the Annual Report for financial years 2012 - 13, 2013 -14 & 2014 -15 about the missing records of the Company's subsidiaries and actions initiated against one of the former Managing Directors of the Company for recovery.
<b>VI. Risk Management</b>	49 (VI)	YES	
<b>VII. Related Party Transactions</b>	49 (VII)	YES	The Company had sought approval by way of special resolution from the Shareholders at the 26 <sup>th</sup> AGM of the Company with regard to the Related Party Transactions, which were material in nature and under taken during the financial year ended March 31, 2015. The said Resolution was disapproved by the Shareholders.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	YES	Compliance with the provisions relating to annual disclosures for the financial year 2015 -16 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 for the financial year 2015 -16 will be made in the next Annual Report.
(D) Management	49 (VIII D)	YES	Compliance with the provisions relating to annual disclosures for the financial year 2015 -16 will be made in the next Annual Report..
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII I)	N.A.	
<b>IX. CEO/CFO Certification</b>	49 (IX)	YES	
<b>X. Report on Corporate Governance</b>	49 (X)	YES	Compliance with the provisions relating to annual disclosures for the financial year 2015 -16 will be made in the next Annual Report.
<b>XI. Compliance</b>	49 (XI)	YES	Qualified report issued for FY 2014 -2015 by Company Secretary in Practice.

FOR ZENOTECH LABORATORIES LIMITED

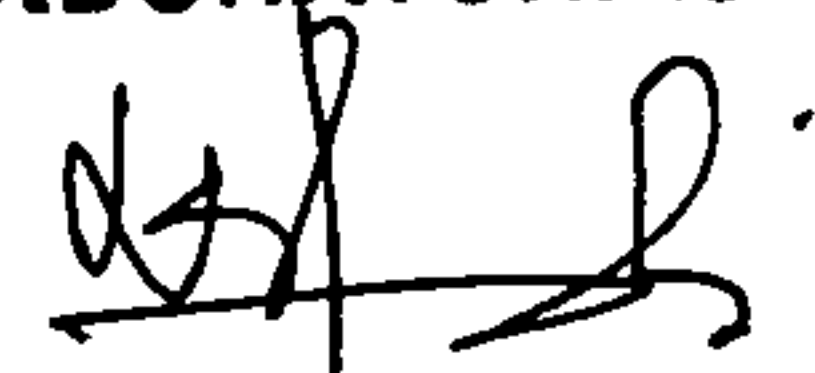
  
 Chinmoy Patnaik  
 Company Secretary

Annexure - 1

Related Party Transactions for the Quarter ended 30<sup>th</sup> September, 2015.

Sl.No	Name of the Related Party	Relationship	Nature of transaction	Total Transaction value for the quarter ended 30.09.2015
1	Sun Pharmaceutical Industries Limited		Sales	83,13,230
2	Sun Pharmaceutical Industries Limited		Term Loan	-----
3	Sun Pharmaceutical Industries Limited		Term Loan Interest	1,75,17,938

For ZENOTECH LABORATORIES LTD

  
Authorised Signatory