



**zenotech**

CIN: L27100AP1989PLC010122

**ZENOTECH LABORATORIES LTD.**

Survey No. 250 - 252,  
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Shameerpet Mandal  
R R District 500 078. T.S., India.  
Tel: +91 40 2348 0430 / 35  
Fax: +91 40 2348 0429  
www.zenotechlab.com

**Date: 12<sup>th</sup> January, 2016**

Department of Corporate Services,  
BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Compliance under Clause 49-Quarter ended: December 31, 2015**

**Ref: Scrip Code: 532039 – M/s Zenotech Laboratories Ltd.**

Please find attached report on Corporate Governance Compliance of the Company for the quarter ended December 31, 2015.

Please find the same in order and oblige.

Thanking you.

Yours faithfully,

**For Zenotech Laboratories Limited**

**Dinesh Kapoor**  
**Chief Executive Officer**



Format to be submitted by listed entity on quarterly basis

ANNEXURE I

- 1 Name of the listed Entity
- 2 Quarter ending

ZENOTECH LABORATORIES LIMITED  
31/12/2015

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Azdar Hussain Khan	PAN: ADKPK0437G DIN: 01219312	Executive	25/08/2015		1	0	0
Mr.	Jignesh Anantray Goradia	PAN: AACPG3556H DIN: 07229899	Non-Executive	08/07/2015		1	2	0
Ms.	Kavita Rakesh Shah	PAN: ADUP58496D DIN: 02566732	Non-Executive - Independent	01/04/2015	8 M	1	0	1
Mr.	Virendra Gunvantrai Bhatt	PAN: AANPB8881B DIN: 02343351	Non-Executive - Independent	30/06/2015	6 M	1	1	1

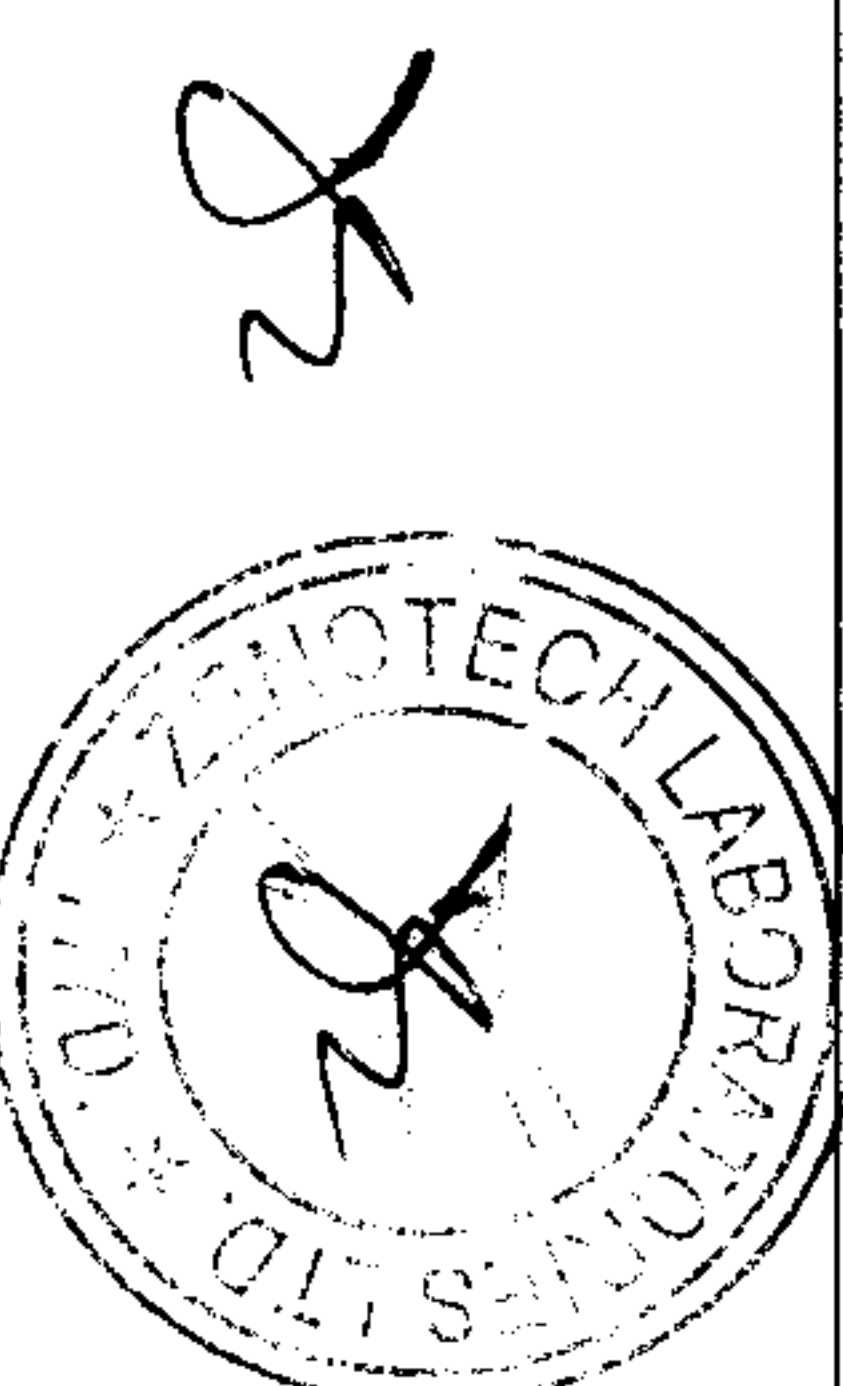
<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees			
	Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>§</sup>
1. Audit Committee			
		Ms Kavita Rakesh Shah	Chairperson - Non-Executive - Independent
		Mr Virendra Gunvantrai Bhatt	Non-Executive - Independent
		Mr Jignesh Anantray Goradia	Non-Executive
2. Nomination & Remuneration Committee			
		Ms Kavita Rakesh Shah	Chairperson - Non-Executive - Independent
		Mr Virendra Gunvantrai Bhatt	Non-Executive - Independent
		Mr Jignesh Anantray Goradia	Non-Executive
3. Risk Management Committee (if applicable)			
		Not Applicable	Not Applicable
4. Stakeholders Relationship Committee			
		Mr Virendra Gunvantrai Bhatt	Chairperson - Non-Executive - Independent
		Mr Jignesh Anantray Goradia	Non-Executive

<sup>§</sup> Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen



III. Meetings of Board of Directors			Maximum gap between any two consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		
10 August 2015	06 November 2015		87

IV. Meetings of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
06 November 2015	Yes - All members of the Committee were present	09 August 2015	88
Nomination and Remuneration Committee			
No meetings were held in the relevant quarter	Not Applicable	No meetings were held in the previous quarter	-
Stakeholders Relationship Committee			
No meetings were held in the relevant quarter	Not Applicable	No meetings were held in the previous quarter	-

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

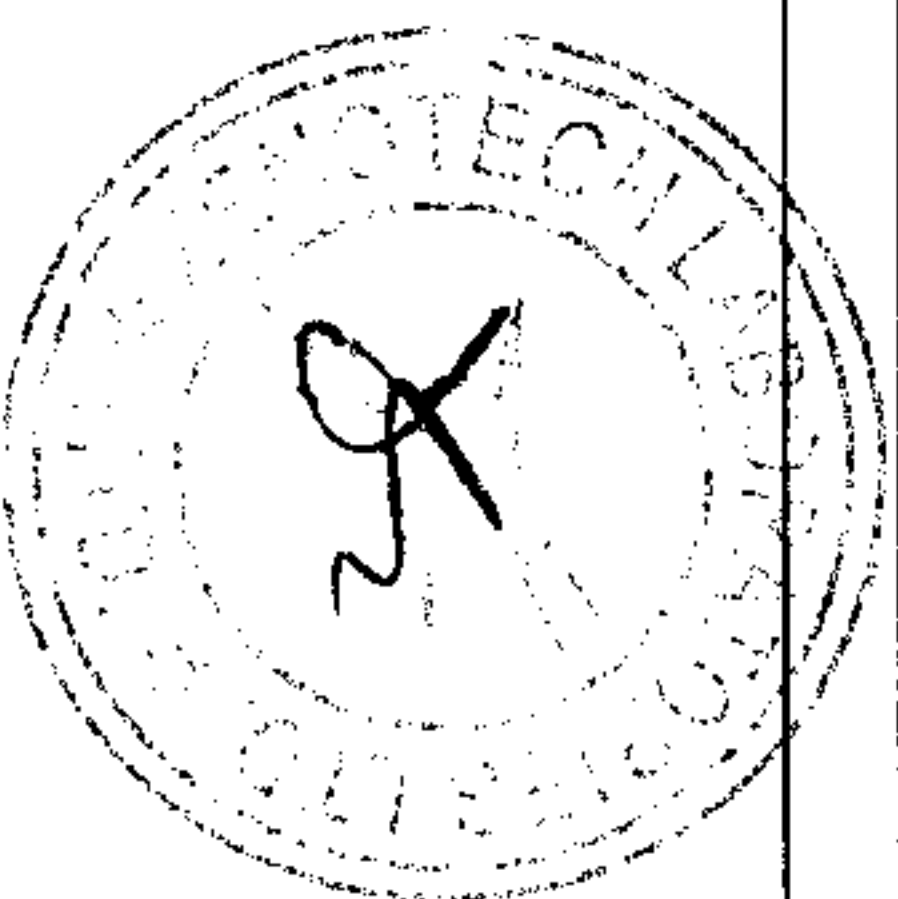
V. Related Party Transactions		Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Subject	Yes
Whether shareholder approval obtained for material RPT		No, as the special resolution got defeated in the last AGM
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes

**Note**

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

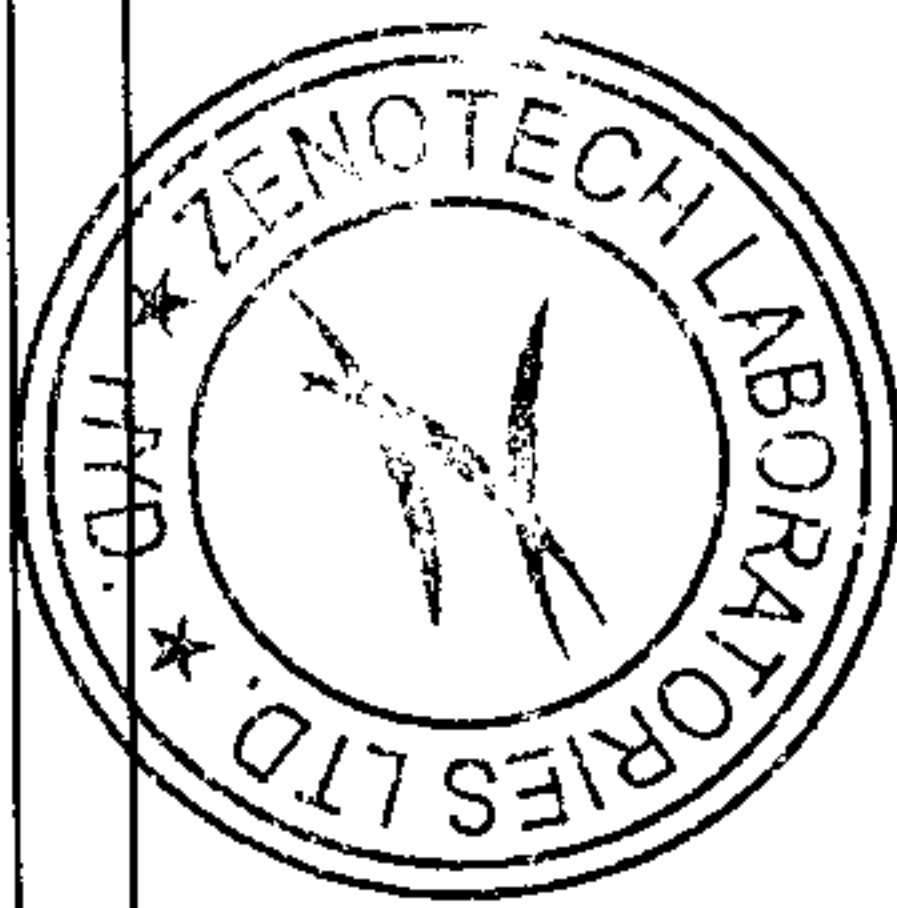
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.
  - Audit Committee - Yes
  - Nomination & remuneration committee - Yes
  - Stakeholders relationship committee - Yes
  - Risk management committee (applicable to the top 100 listed entities) - Not Applicable
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Not Applicable



Any comments/observations/advice of Board of Directors may be mentioned here:

  
Dinesh Madanlal Kapoor  
CEO

PAN: AFQPK0463C



**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.