

Quarterly Compliance Report on Corporate Governance

Name of the Company: Zenotech Laboratories Ltd.

Quarter ended on June 30, 2014

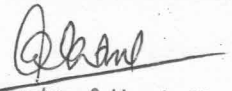
Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES	
(C) Other Provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	(49 (ID)	YES	Posting of the Code of conduct on the website of the Company will be done in due course.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	Mr. B K Raizada resigned from the office of Director on February 24, 2014. Accordingly, he vacated his office from the Audit Committee and the Committee was reconstituted on May 21, 2014 with three directors as its members, namely, Mr. K. L. Khurana, Dr. R. S. Bakshi and Dr. Sudershan K. Arora. However, Dr. Sudershan K Arora vacated his office on June 10, 2014 as member of the Audit Committee, consequent to his vacation of office as Alternate Director due to the resignation of the original Director. Therefore, the Committee is required to be further reconstituted.
(B) Meeting of Audit Committee		YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (III)	NO	The matter has been elaborately clarified and disclosed in the Annual Report of the Company for financial year 2012 -13 and explained vide letters dated June 20, September 21 & December 17, 2013 about the missing records of the Companies subsidiaries and actions initiated against the former Managing Director of the Company for their recovery.
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	NO	The Board of Directors at its meeting held on November 6, 2013 sought professional advice from an

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 Company Secretary & Head of Legal

			independent consultant. The matter has, therefore, been referred to an independent consultant for a view.
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	YES	
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
V.CEO/CFO Certification	49 (V)	YES	
VI. Report on Corporate Governance	49 (VI)	YES	
VII. Compliance	49 (VII)	YES	Qualified report issued for FY 2012 -2013 by Company Secretary in Practice

FOR ZENOTECH LABORATORIES LIMITED.
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Company Secretary
Chinmoy Patraik
Company Secretary