

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: Zenotech Laboratories Ltd.

Quarter ended on September 30, 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	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.
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	
(C) Powers of Audit Committee	49 (IIB)	YES	
49 (IIC)			
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	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 and September 21, 2013 on the missing records of the subsidiaries and actions initiated by the Company against the former Managing Director to recover them.
<b>IV. Disclosures</b>	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 matter relating to risk assessment and minimization procedures will be taken up at the next meeting of the Board of Directors.
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	-	Not Applicable
(E) Remuneration of Directors	49 (IV E)	YES	
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
<b>V. CEO/CFO Certification</b>	49 (V)	YES	
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	
<b>VII. Compliance</b>	49 (VII)	YES	Qualified report issued for FY 2012 -2013 from Company Secretary in practice

FOR ZENOTECH LABORATORIES LIMITED

For Zenotech Laboratories Ltd.

Chinmoy Patnaik  
Company Secretary