

## Annexure I

### Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : Zenotech Laboratories Limited  
2. Quarter ending : 31<sup>st</sup> March 2019

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Directors	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive / Non-Executive/ Independent / Nominee) <sup>&amp;</sup>	Date of Appointment in the current term / cessation	Tenure* (in months)	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.	Azadar Husain Khan	01219312	Non-Executive Non-Independent Director	25-08-2015	-	1	0	0
Mrs.	Kavita Rakesh Shah	02566732	Non-Executive Independent Director	01-04-2015	48	1	2	1
Mr.	Jignesh Anantray Goradia	07229899	Non-Executive Non-Independent Director	08-07-2015	-	1	2	1
Mr.	Chintan Jitendra Shah	07325664	Non-Executive Independent Director	27-01-2016	38	1	2	0

<sup>s</sup> PAN number of any director would not be displayed on the website of Stock Exchange.  
<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.  
\* 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.

Note: We wish to inform that Zenotech Laboratories Limited (the Company) has no regular Chairperson on the Board. However, we are electing a non-executive Director as a Chairperson in every Board Meeting and also we are complying with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, with half of the Board of Directors as Independent Directors

II. Composition of Committees:		
Name of the Committee	Name of the Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>
1. Audit Committee	1. Mrs. Kavita Rakesh Shah	Chairperson – Non-Executive Independent
	2. Mr. Jignesh Anantray Goradia	Non-Executive - Non-Independent

	3. Mr. Chintan Jitendra Shah	Non-Executive - Independent
2. Nomination & Remuneration Committee	1. Mrs. Kavita Rakesh Shah	Chairperson – Non-Executive - Independent
	2. Mr. Jignesh Anantray Goradia	Non-Executive - Non-Independent
	3. Mr. Chintan Jitendra Shah	Non-Executive - Independent
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship and Share Transfer Committee	1. Mr. Jignesh Anantray Goradia	Chairperson - Non-Executive – Non-Independent
	2. Mr. Chintan Jitendra Shah	Non-Executive – Independent
	3. Mrs. Kavita Rakesh Shah	Non-Executive – Independent
<p>&amp; 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.</p>		

<b>III. Meetings of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
03-11-2018	04-02-2019	92 days

<b>IV. Meetings of Committees:</b>				
Name of Committee	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 (in number of days)*
Audit Committee	04-02-2019	Yes, 3 members present	03-11-2018	81 days
Nomination and Remuneration Committee	04-02-2019	Yes, 3 members present	-	-
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p>				

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes / No / NA)</b> <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	N.A
<p><b>Note:</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>If status is "No" details of non-compliance may be given here.</li> </ol>	

<b>VI. Affirmations</b>
<ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</li> <li>The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee - Not Applicable</li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>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.</li> <li>This report will be placed at the ensuing Board Meeting. The report submitted in the previous quarter has been placed before the Board of Directors at its meeting held on February 04, 2019 and no comments/observations/advice has been given by the Board of Directors on the same.</li> </ol>
<p><b>For Zenotech Laboratories Limited</b></p> <p>Sd/- Abdul Gafoor Mohammad Company Secretary &amp; Compliance Officer</p> <p>Place: Hyderabad Date: 15-04-2019</p>

## Annexure II

## Compliance Report on Corporate Governance at the end of the Financial Year 2018-19

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & 2)	Yes
Composition of Stakeholder Relationship Committee	20 (1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes

Policy for related party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) &(4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1. 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.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: NA

**For Zenotech Laboratories Limited**

Sd/-

Abdul Gafoor Mohammad

Company Secretary & Compliance Officer

Place: Hyderabad

Date: 15-04-2019