

Annexure I

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : Zenotech Laboratories Limited
2. Scrip Code : 532039
3. Quarter ending : September 2019

| I. Composition of Board of Directors | | | | | | | | | | |
|--------------------------------------|--------------------------|------------------------|---|---------------|---|---------------------|--|---|--|--|
| Title (Mr. / Ms.) | Name of the Directors | PAN [§] & DIN | Category (Chairperson/ Executive / Non-Executive/ Independent / Nominee) ^{&} | Date of Birth | Date of Appointment in the current term / cessation | Tenure* (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 | 16-10-1958 | 25-08-2015 | --- | 1 | 0 | 0 | 0 |
| Mrs. | Kavita Rakesh Shah | 02566732 | Non-Executive Independent Director | 18-09-1967 | 01-04-2015 | 54 | 1 | 1 | 2 | 1 |
| Mr. | Jignesh Anantray Goradia | 07229899 | Non-Executive Non-Independent Director | 01-10-1967 | 08-07-2015 | --- | 1 | 0 | 2 | 1 |
| Mr. | Chintan Jitendra Shah | 07325664 | Non-Executive Independent Director | 04-03-1984 | 27-01-2016 | 44 | 1 | 1 | 2 | 0 |

[§] 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.

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 Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time, with half of the Board of Directors as Independent Directors.

| I. Composition of Committees: | | |
|---|---------------------------------|--|
| Name of the Committee | Name of the Committee Members | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) & |
| 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 |
| & 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. | | |

| II. Meetings of Board of Directors | | | | | |
|---|---|---|--|-----------------------------|--|
| 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) | Whether requirement of Quorum met (Yes/No) | Number of Directors present | No. of Independent Directors attending the meeting |
| 18-05-2019 | 03-08-2019 | 76 days | Yes | 4 | 2 |
| --- | 21-09-2019 | 48 days | Yes | 4 | 2 |

| III. Meetings of Committees: | | | | | |
|---------------------------------------|---|---|--|-----------------------------|--|
| Name of Committee | Date(s) of meeting of the committee in the previous quarter and current quarter | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met (Yes/No) | Number of Directors present | No. of Independent Directors attending the meeting |
| Audit Committee | 18-05-2019 | --- | Yes | 3 | 2 |
| Audit Committee | 03-08-2019 | 76 | Yes | 3 | 2 |
| Nomination and Remuneration Committee | 03-08-2019 | --- | Yes | 3 | 2 |

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

| IV. Related Party Transactions | |
|---|--|
| Subject | Compliance Status (Yes / No / NA) <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. |

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.

V. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee - Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. 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 August 3, 2019 and no comments/observations/advice has been given by the Board of Directors on the same.

For Zenotech Laboratories Limited

Sd/-
Abdul Gafoor Mohammad
Company Secretary & Compliance Officer

Place: Hyderabad

Date: 14/10/2019

Annexure III

Compliance Report for the Corporate Governance for the six months ended September 30, 2019

| I. Affirmations | | |
|--|--------------------------------------|--|
| Broad Headings | Regulation Number | Compliance Status (Yes/No/N.A.) ^{refer Note below} |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting | 20(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |
| <p>Note:</p> <ol style="list-style-type: none"> 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 word "N.A." may be indicated. If status is "No" details of non-compliance may be given here. If the Listed Entity would like to provide any other information the same may be indicated here: | | |
| <p>For Zenotech Laboratories Limited</p> <p>Sd/- Abdul Gafoor Mohammad Company Secretary & Compliance Officer</p> <p>Place: Hyderabad Date: 14/10/2019</p> | | |