

## Annexure I

### Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : Zenotech Laboratories Limited
2. Scrip Code : 532039
3. Quarter ending : March 2020

I. Composition of Board of Directors										
Title (Mr. / Ms.)	Name of the Directors	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive / Non-Executive/ Independent / Nominee) <sup>&amp;</sup>	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 Asghar Mehdi 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	02	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	50	1	1	2	0
Mrs.	Jagruti Prashant Sheth	07129549	Non-Executive Independent Director	12-11-1972	01-02-2020	02	1	1	0	0
Mr.	Rakeshchandra Jagdishprasad Sinha	07340998	Non-Executive Non-Independent Director	27-12-1964	01-02-2020	---	1	0	0	0

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

<b>I. Composition of Committees:</b>		
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.		

<b>II. 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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
02-11-2019	---	---	Yes	4	2
01-02-2020	---	90 days	Yes	4	2

<b>III. Meetings of Committees:</b>					
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	02-11-2019	---	Yes	3	2
Audit Committee	01-02-2020	90 days	Yes	3	2
Nomination and Remuneration Committee	01-02-2020	---	Yes	3	2

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

<b>IV. 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.

**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.

## Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes

## Annexure II

## Compliance Report on Corporate Governance at the end of the Financial Year 2019-20

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)refer notes below
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	Please refer below Notes
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
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA
New name and the old name of the listed entity	NA
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	NA
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	No
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	NA
It is certified that these contents on the website of the listed entity are correct	Yes

**Notes:**

In light of the non-availability of records of the Company as well its subsidiaries, the Company is unable to prepare consolidated accounts. In an effort to recover these missing related records, appropriate actions have already been initiated against the previous Managing Director, Dr. Jayaram Chigurupati who was in control over the affairs of the Company during the period of offence including filing of criminal complaint under the provisions of Section 630 of the erstwhile Companies Act, 1956 before the Economic Offence Court, Nampally, Hyderabad. Due to demise of Dr. Jayaram Chigurupati on January 31, 2019 the case before Economic Offence Court was deemed to close from this date.

The Company has evaluated and concluded that it is not controlling the US subsidiary. Further, the Board of Directors has decided to initiate the winding up process for the defunct subsidiaries in Brazil and Nigeria. Accordingly, the Company is of the view that it does not have subsidiaries within the definition of IndAS 110 and hence, it is not required to prepare and present Consolidated Financial Statements.

**II. Annual Affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
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
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20 (1) & 20 (2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	No – Refer below Notes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	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
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	No – Refer below Notes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	No – Refer below Notes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) &(4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	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.

### **Notes:**

Books of accounts and other related records/documents of the overseas subsidiaries of the Company were missing and due to non-availability of those records/information, the Company is unable to prepare consolidated accounts and attach the required statements and particulars in terms of the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Overseas subsidiaries were apparently created; investments and loans were made during the period from 2006-07 to 2010-11 under the erstwhile management headed by Dr. Jayaram Chigurupati. Therefore, it was the responsibility of that management to handover those details to the Company during the transition. However, no details on those subsidiaries were made available to the Company. Despite several attempts by the Company to recover them, details concerning those subsidiaries including the documents and certificates related to the foreign exchange transactions which included loans and investments made to those foreign subsidiaries, could not be obtained.

The Company has evaluated and concluded that it is not controlling the US subsidiary. Further the Board had initiated the winding up process for the defunct subsidiaries in Brazil and Nigeria. Accordingly, the Company is of the view that it does not have subsidiaries within the definition of IndAS 110 and hence, it is not required to prepare and present Consolidated Financial Statements.

The Company had filed a complaint before the Honble Economic Offences Court, Nampally, Hyderabad, under the provisions of Section 630 of erstwhile Companies Act, 1956 against the former Managing Director, Dr. Jayaram Chigurupati, who was in complete control over the Company affairs during the period of these events. Due to demise of Dr. Jayaram Chigurupati on January 31, 2019 the case before Economic Offence Court was deemed to close from this date.

### **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: 11-04-2020