

Annexure I

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : Zenotech Laboratories Limited
 2. Scrip Code : 532039
 3. Quarter ending : March 2023

I.	II. Composition of Board of Directors										
Title (Mr. / Ms.)	Name of the Directors	PAN [§] & DIN	Category (Chairperson/ Executive / Non-Executive/ Independent / Nominee) ^{&}	Date of Birth	Initial Date of Appointment	Date of Re- appointment	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	26-05-2020	96	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	27-01-2021	86	1	1	2	0
Mrs.	Jagruti Prashant Sheth	07129549	Non-Executive Independent Director	12-11-1972	01-02-2020	---	38	1	1	0	0
Mr.	Rakeshchandra Jagdishprasad Sinha	07340998	Non-Executive Non-Independent Director	27-12-1964	01-02-2020	---	---	1	0	0	0
<p>[§] PAN number of any director would not be displayed on the website of Stock Exchange.</p> <p>^{&} 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> <p>* 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.</p>											
<p>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.</p>											

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
5. Corporate Social Responsibility Committee	1. Dr. Azadar Husain Asghar Mehdi Khan	Non-Executive - Non-Independent
	2. Jagruti Prashant Sheth	Non-Executive - Independent
	3. Jignesh Anantray Goradia	Non-Executive - Non-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.		

Meetings of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present	No. of Independent Directors attending the meeting
28-10-2022	---	---	Yes	6	5	2
---	27-01-2023	90 days	Yes	6	6	3

II. 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)	Total Number of Directors as on date of the meeting	Number of Directors present	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
Audit Committee	28-10-2022	---	Yes	3	3	2	1
Audit Committee	27-01-2023	90 days	Yes	3	3	2	1
Corporate Social Responsibility	20-12-2012	---	Yes	3	3	1	0
Nomination and Remuneration Committee	27-01-2023	---	Yes	3	3	2	0
Stakeholders Relationship Committee	27-01-2023	---	Yes	3	3	2	0
* 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.	NA
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.	

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

Compliance Report on Corporate Governance at the end of the Financial Year 2021-22

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	Yes
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	NA
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

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)	Yes
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)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA
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)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <ol style="list-style-type: none"> 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. 		
<p>III. Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: Yes</p>		
<p>For Zenotech Laboratories Limited</p> <p>Sd/- Abdul Gafoor Mohammad Company Secretary & Compliance Officer Place: Hyderabad Date: 19-04-2023</p>		