

Date: May 22, 2023

BSE Limited

Market Operations Dept.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 532039

Dear Sirs/Ma'am,

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 24A of the Listing Regulations, we enclose herewith the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023, issued by Mr. Mahadev Tirunagari, Practicing Company Secretary, Hyderabad.

We request you to take on record the same.

Thanking You,

Yours faithfully,
For **Zenotech Laboratories Limited**

Abdul Gafoor Mohammad
Company Secretary & Compliance Officer
ICSI Membership No.: A22331

Encl: as above

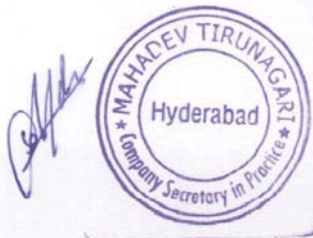
**Secretarial Compliance Report of Zenotech Laboratories Limited
for the financial year ended 31 March 2023**

I have examined:

- (a) All the documents and records made available to us and explanation provided by Zenotech Laboratories Limited (“the listed entity”),
- (b) The filings / submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31 March 2023 (“Review Period”) in respect of compliance with the provisions of:
 - (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - (Not Applicable to the company during the period under review).
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - (Not Applicable to the company during the period under review).
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - (Not Applicable to the company during the period under review).

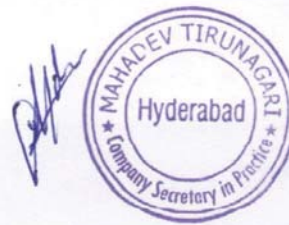


- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the company during the period under review).
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - (Not Applicable to the company during the period under review).
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) SEBI (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
- (k) (other regulations as applicable)

and circulars / guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr.No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	-



Sr.No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes Yes Yes	- - -
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	NA	None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	No No	Due to missing and non-availability of the books of accounts and other related records and documents of the overseas subsidiaries, the Company is unable to prepare Consolidated Financial Statements.



			Appropriate disclosure is not made available/updated on website
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	- Since the prior approval of Audit Committee was obtained, no subsequent approval was required/taken.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-

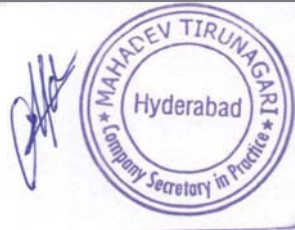


Sr.No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	NA	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchange
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.




Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 October 2019:

Sr.No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	Since the Auditor has not resigned, Limited Review/Audit Report was not issued
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	Since the Auditor has not resigned, Limited- Review/Audit Report was not issued
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	Since the Auditor has not resigned, Limited Review/Audit Report was not issued



2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	No concerns with the management were reported by Auditor which has hampered the audit process
		NA	Since the Auditor did not propose to resign, no concerns w.r.t. resignation were brought to the notice of Audit Committee
		NA	No such deliberations happened since the auditor did not propose to resign




	<p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	Since the Company has written off the investment made in its subsidiaries, and the data of the subsidiaries are not available, the auditor has considered as Nil Investments in subsidiaries.
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	Not required to obtain such information since Auditor has not resigned



Mahadev Tirunagari
Company Secretary in Practice & Insolvency Professional

Sri Venkateswara Nilayam, Plot No-10, II Floor,
Krishnapuram, Road No-10, Banjara Hills, Hyderabad-500034
M: 98666 20104, O: 90142 90839, email: mahadev.pcs@gmail.com

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Com-pliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation - / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					




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Company Secretary in Practice & Insolvency Professional

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1	Regulation 46 of Listing Obligations and Disclosure Requirements, 2015 - Website Disclosures	Regulation 46	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year, uploaded at least 21 days prior to the date of the annual general meeting which has been called to inter alia consider accounts of that financial year as per Regulation 46 (2)(s)	No Action	Nil	Non-Disclosure	Nil	Due to the missing and non-availability of the books of account and other related records and documents of the overseas subsidiaries, the Company is unable to prepare consolidated financial statements.	In the process of closure of the subsidiaries and filing necessary forms with RBI	The management is in the process of filing necessary documents with RBI
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Mahadev Tirunagari
Company Secretary in Practice & Insolvency Professional

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Krishnapuram, Road No-10, Banjara Hills, Hyderabad-500034
M: 98666 20104, O: 90142 90839, email: mahadv.pcs@gmail.com

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/Clarification / Fine/Show Cause Notice/ Warning, etc.					





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Company Secretary in Practice & Insolvency Professional

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1	Regulation 46 of Listing Obligations and Disclosures Requirements, 2015 - Website Disclosures	Regulation 46	Appropriate disclosure is not made available/updated on website as per the requirements of the applicable regulations	No Action	Nil	Non-Disclosure	Nil	31 March 2020, 2021 & 2022	Approval of members voluntary winding up of Zenotech Laboratories Nigeria Limited Appointing consultants for undertaking due diligence & proposal for closure of subsidiaries of the company	Once the due diligence report is obtained and necessary actions were taken for the closure of the subsidiaries, then the comments can be submitted based on those reports and actions.
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Place: Hyderabad
Date: 28 April 2023

Signature: 
Mahadev Tirunagari
FCS No.: 6681, CP No.: 7350
UDIN: F006681E000216651
PR No: 1386/2021

