



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49
OF THE LISTING AGREEMENT**

Name of the Company: Zen Technologies Limited
Quarter ending on: 30 June 2013

Date: 4 July 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	The Board comprises of six Directors, consisting of two Executive Directors (one being the Chairman and Managing Director and the other Whole Time Director) and Four Non-Executive Independent Directors.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	Code of Conduct is placed on the website
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The Audit Committee consists of three Non-Executive Independent Directors.
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)	Yes	
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	

(E) Remuneration of Directors	49 (IV E)	Yes	will be complied in the next Annual Report
(F) Management	49 (IV F)	Yes	will be complied in the next Annual Report
(G) Shareholders	49 (IV G)	Yes	will be complied with at the forthcoming Annual General Meeting
V.CEO/CFO Certification	49 (V)	Yes	will be complied in the next Annual Report
VI. Report on Corporate Governance	49 (VI)	Yes	will be complied in the next Annual Report
VII. Compliance	49 (VII)	Yes	will be complied in the next Annual Report

For **Zen Technologies Limited**

M Amala
Company Secretary