



ZEN TECHNOLOGIES LIMITED

(ISO : 9001 : 2008 & ISO 27001 : 2005 Certified)
Regd. Office : B-42, Industrial Estate, Sanathnagar
 Hyderabad - 500 018, Telangana, INDIA
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 Website : www.zentechnologies.com
 Corporate Identity Number : L72200TG1993PLC015939

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 2015

Date: 6 July 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49(IIA)	Yes	As on 30 June 2015, the Board consists of 4 Directors, comprising 2 Executive Directors (one being the Chairman and Managing Director and the other Whole-Time Director) and 2 Non-Executive Independent Directors (including 1 woman independent Director) Cmde Sarvotham Rao retired as an Independent Director from the Board of Directors of the Company on 29 June 2015 in accordance with the retirement age policy for Directors of the Company.
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	Code of Conduct is posted on the website of the Company
(F) Whistle Blower Policy	49 (IIF)	Yes	Posted on the website of the Company
III. Audit Committee	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Cmde Sarvotham Rao (Member of the Audit Committee) retired as an Independent Director from the Board of Directors of the Company on 29 June 2015 in accordance with the retirement age policy for Directors of the Company.

Works : Plot No. 35, 36 & 37, Kancha Imarath, Near Ravirala Village, Hardware Park, Ranga Reddy District - 501 510. Telangana, INDIA





(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Cmde Sarvotham Rao (Chairman of the Nomination and Remuneration Committee) retired as an Independent Director from the Board of Directors of the Company on 29 June 2015 in accordance with the retirement age policy for Directors of the Company.
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
(A) Related Party Transactions	49 (VIII A)	Yes	Related Party Transaction policy posted on the website of the Company
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	will be complied in the next Annual Report
(D) Management	49 (VIII D)	Yes	will be complied in the next Annual Report
(E) Shareholders	49 (VIII E)	Yes	will be complied with at the AGM
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII F)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	will be complied in the next Annual Report
X. Report on Corporate Governance	49 (X)	Yes	will be complied in the next Annual Report
XI. Compliance	49 (XI)	Yes	will be complied in the next Annual Report

For **Zen Technologies Limited**

M Amala

Company Secretary