



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

Name of the Company: Zen Technologies Limited

Quarter ending on: 31 December 2013

Date: 6 January 2014

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 consists of four Directors, comprising two Executive Directors (one being the Chairman and Managing Director and the other Whole Time Director) and two 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 reconstituted with the following Directors in the Board Meeting held on 19 October 2013: a) Mr G Prasad, Independent Director as Chairman b) Cmde Sarvotham Rao, Independent Director as Member c) Mr Ashok Atluri, Chairman and Managing Director as Member
(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	49 (IV A)	Yes	

Transactions			
(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 disclosed in the next Annual Report
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