



## ZEN TECHNOLOGIES LIMITED

(ISO : 9001 : 2008 & ISO 27001 : 2005 Certified)

Regd. Office : B-42, Industrial Estate, Sanathnagar

Hyderabad - 500 018, Telangana, INDIA

Phone : +91 40 23813281, 23811205, 23811206

Phone : +91 40 23812894, Fax : +91 40 23813694/4894

E-mail : info@zentechnologies.com

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: 31 March 2015

Date: 7 April 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)	Yes	
(A) Composition of Board	49(IIA)	Yes	The Board consists of 5 Directors, comprising 2 Executive Directors (one being the Chairman and Managing Director and the other Whole-Time Director) and 3 Non-Executive Independent Directors (including 1 woman independent Director)
(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
<b>III. Audit Committee</b>	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(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	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	

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





<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	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.	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	will be complied in the next Annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	will be complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	will be complied in the next Annual Report

For **Zen Technologies Limited**

**M Amala**  
Company Secretary