



## 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 2014

Date: 7 April 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	The Board consists of five Directors, comprising two Executive Directors (one being the Chairman and Managing Director and the other Whole Time Director) and three 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
<b>II. Audit Committee</b>	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(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	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	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 disclosed in the next Annual Report
<b>V.CEO/CFO Certification</b>	49 (V)	Yes	will be complied in the next Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	will be complied in the next Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	will be complied in the next Annual Report

For **Zen Technologies Limited**

**M Amala**  
Company Secretary