

## ZENITH CAPITALS LIMITED

307, Sharda Chambers, New marine Lines, Mumbai - 400020

Date: 13<sup>th</sup> January, 2014

### Corporate Governance Report for the Quarter ended on 31<sup>st</sup> December, 2013

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	--
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	--
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	Disclosure requirement complied in Annual Report 2012-2013
D) Code of Conduct	49 (ID)	Yes	
<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)		
<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)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	No remuneration is being paid to Directors.
(F) Management	49 (IV F)	Yes	Disclosure requirement complied in Annual Report 2012-2013.
(G) Shareholders	49 (IV G)	Yes	Disclosure requirement complied in Annual Report 2012-2013.



V.CEO/CFO Certification	49 (V)	Yes	Disclosure requirement complied in Annual Report 2012-2013.
VI. Report on Corporate Governance	49 (VI)	Yes	Disclosure requirement complied in Annual Report 2012-2013.
VII. Compliance	49 (VII)	Yes	Disclosure requirement complied in Annual Report 2012-2013.

Yours faithfully,

For Zenith Capitals Limited



**Yatin K Potdar**  
Compliance Officer

