

ZENITH CAPITALS LIMITED

Date: 11th April, 2014

Corporate Governance Report for the Quarter ended 31st March, 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	--
(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)		--
II. Audit Committee	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	--
III. Subsidiary Companies	49 (III)	NA	--
IV. Disclosures	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.	No remuneration is being paid to Directors
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosure requirement complied in Annual Report 2012-2013.
(F) Management	49 (IV F)	Yes	Disclosure requirement complied in Annual Report 2012-2013.

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(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

