

ZENITH CAPITALS LIMITED

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	--
(A) Composition of Board	49(IIA)	Yes	--
(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	Disclosure requirement complied in Annual Report 2013-14
(E) Code of Conduct	49 (IIE)	Yes	--
(F) Whistle Blower Policy	49 (IIF)	Yes	--
III. Audit Committee	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	--
IV. Nomination and Remuneration Committee	49 (IV)	Yes	--
V. Subsidiary Companies	49 (V)	NA	--
VI. Risk Management	49 (VI)	Yes	--
VII. Related Party Transactions	49 (VII)	Yes	--
VIII. Disclosures	49 (VIII)	Yes	--
(A) Related party transactions	49 (VIIIA)	Yes	--
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	--
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosure requirement complied in Annual Report 2013-14

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(D) Management	49 (VIII D)	Yes	Disclosure requirement complied in Annual Report 2013-14
(E) Shareholders	49 (VIII E)	Yes	Disclosure requirement complied in Annual Report 2013-14
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	No remuneration is being paid to Directors
IX. CEO/CFO Certification	49 (IX)	Yes	Disclosure requirement complied in Annual Report 2013-14
X. Report on Corporate Governance	49 (X)	Yes	Disclosure requirement complied in Annual Report 2013-14
XI. Compliance	49 (XI)	Yes	Disclosure requirement complied in Annual Report 2013-14

Yours faithfully,

For Zenith Capitals Limited



**Yatin K Potdar
Compliance Officer**

