

**ZYDEN  
GENTEC  
LIMITED**

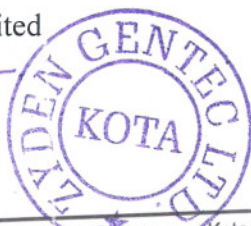
**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company: **ZYDEN GENTEC LIMITED (BOLT CODE: 530091)**  
Quarter Ending on: **30<sup>th</sup> June 2011**

Particulars	Clause of Listing Agreement	Compliance (Yes/No)	Status	Remarks
1	2	3		4
<b>I. Board of Directors</b>	<b>49 I</b>	<b>YES</b>		
(A) Composition of Board	49 (IA)	YES		-
(B) Non-Executive Director's Compensation & disclosures	49 (IB)	YES		-
(C) Other provisions as to Board and committees	49 (IC)	YES		-
(D) Code of Conduct	49 (ID)	YES		-
<b>II. Audit Committee</b>	<b>49 (II)</b>	<b>YES</b>		
(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 (IID)	YES		-
(E) Review of Information by Audit Committee	49 (IIE)	YES		-
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	<b>N.A.</b>		
<b>IV. Disclosures</b>	<b>49 (IV)</b>	<b>YES</b>		
(A) Basis of Related party Transactions	49 (IVA)	YES		-
(B) Disclosures of Accounting Treatment	49 (IVB)	YES		-
(C) Board Disclosures	49 (IVC)	YES		-
(D) Proceeds from Public issues, rights issue, preferential issue etc.	49 (IVD)	YES		-
(E) Remuneration of Directors	49 (IVE)	YES		Will be complied in the Annual Report 10-11
(F) Management	49 (IVF)	YES		""
(G) Shareholders	49 (IVG)	YES		""
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	<b>YES</b>		
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	<b>YES</b>		
<b>VII. Compliance</b>	<b>49 (VII)</b>	<b>YES</b>		

For Zyden Gentec Limited

*Kanak Lata Jain*  
Kanak Lata Jain  
Compliance Officer



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[www.zydengentec.com](http://www.zydengentec.com)