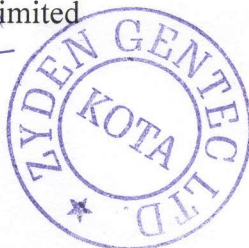
**ZYDEN****ZYDEN
GENTEC
LIMITED****Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**Name of the Company: **ZYDEN GENTEC LIMITED (BOLT CODE: 530091)**Quarter Ending on: **31st December, 2011**

<i>Particulars</i>	<i>Clause of Listing Agreement</i>	<i>Compliance (Yes/No)</i>	<i>Status</i>	<i>Remarks</i>
1	2	3		4
I. Board of Directors	49 I	YES		-
(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		-
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 (IID)	YES		-
(E) Review of Information by Audit Committee	49 (IIE)	YES		-
III. Subsidiary Companies	49 (III)	N.A.		-
IV. Disclosures	49 (IV)	YES		-
(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)	N. A.		-
(E) Remuneration of Directors	49 (IVE)	YES		Complied in Annual Report
(F) Management	49 (IVF)	YES		" "
(G) Shareholders	49 (IVG)	YES		" "
V. CEO/CFO Certification	49 (V)	YES		" "
VI. Report on Corporate Governance	49 (VI)	YES		" "
VII. Compliance	49 (VII)	YES		" "

For Zyden Gentec Limited

Kanak Lata Jain
Compliance Officer

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