

CORPORATE GOVERNANCE REPORT

OUR MINDSET: CORPORATE GOVERNANCE

We are dedicated to conduct our operations on higher standards of Corporate Governance. Our corporate culture is based on transparency, conscience, fairness, accountability, propriety, equity and ethical business practices which are the key derivatives for sustainable corporate growth and long-term value creation. Our structure of Corporate Governance identifies the need of distribution of the role and responsibilities among different participants in the organization, among the Board of Directors, managers, shareholders and other stakeholders. We aim to align with the interests of individuals, corporations and society and thereby enhancing the stakeholders' value.

The corporate governance practices of the company further strengthened through compliances of all applicable laws including Securities and Exchange Board of India (SEBI) regulations and Clause 49 of their Listing Agreement with Stock Exchange. The Company fully recognizes the rights to information of its shareholders on the performance of the Company and considers itself as trustee of its shareholders. The policies and practices of Corporate Governance of Company as follows:

1. BOARD OF DIRECTORS

The Board is in a fiduciary position, empowered to oversee the management function with a view to ensure its effectiveness and enhancement of stakeholder value. The Board decides on the policies to be implemented across the Company, and reviews and monitors its strategic direction and annual business plan and business objectives. The Board acting as trustees on behalf of the shareholders ensures that the Company has clear goals in enhancing its value and growth for all the stakeholders associated with the Company and follows best governance practices.

a) Composition

The Board of Directors of the Company consists of 3(Three) Directors, comprising of 1(One) Promoter Non- Executive Chairman, 1 (One) Promoter Non- Executive Director and 1 (One) Non-Executive Independent Director. The Board represents an optimal mix of professionalism, knowledge and experience, in conformity with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the companies in which he is a Director as per Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Directors have made the requisite disclosures regarding committee positions held by them in other companies. Non-Executive and Independent Directors have expert knowledge in the fields of finance, taxation, legal and industry.

b) Board Meetings

During the financial year 2017-18, the Board met 5 (Five) times and the intervening period between Board Meetings was not more 120 days as prescribed in Companies Act, 2013 and Regulation 17 of SEBI LODR. The dates of meetings were as follows:

Quarter	No of Meetings	Date of Meetings held during the Quarter
April - June	1	30th May, 2017

July - September	2	14th August, 2017 and 02nd September, 2017
October - December	1	14th November, 2017
January - March	1	14th February, 2018

c) Category and Attendance of Directors

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the financial year 2017-18 and at the last Annual General Meeting (AGM), as also the number of Directorships and Committee positions held by them in other Companies as on 31st March, 2018 were as follows:

Name	Category	Board Meetings attended during the Year	Attended Last AGM	Committee Position in other Companies	No. of Directorship held in other Companies
Chairman	Member				
Mr. Vinod Kumar Gupta	Promoter & Non-Executive Chairman	5	Yes	NIL	NIL
Mr. Niranjan Kumar Agrawal	Non-Executive & Independent Director	5	Yes	NIL	NIL
Ms. Anita Kumari	Non - Executive & Additional Director	5	Yes	NIL	Nil

1. Deepak Healthcare Pvt. Ltd

2. Ultimate Money Makers (India) Private Limited

NIL

1. Deepak Healthcare Pvt. Ltd

2. Sharda Advisory Services Private Limited

d) Shareholding of Directors as on 31st March, 2018 is as under:

Name	No. of shares held	% of paid-up capital
Mr. Vinod Kumar Gupta	Nil	Nil
Mr. Niranjan Kumar Agrawal	Nil	Nil
Ms. Anita Kumari	NIL	NIL

e) Code of Conduct

The Company has laid down a code of conduct and ethics for the directors and employees of the Company. Our principles are a Code of conduct for all our board members and employees of the Company and are adhered to in letter and spirit. The code of conduct has been posted on the Company's website: www.zydengentec.in. This code ensures compliance with the revised Regulation 17 of SEBI LODR executed with the Stock Exchanges. A declaration to this effect signed by Mr. Vinod Kumar Gupta, Chairman & Non Executive Director of the Company forms part of this report.

The board members and senior management personnel have confirmed the compliance with the respective Code of Conduct.

2. COMMITTEES OF BOARD

a) AUDIT COMMITTEE

The Audit Committee is been constituted as per Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI LODR with the Stock Exchanges. The terms of reference include:

To investigate activities within its terms of reference.

To seek information / records from any employee of the company.

To obtain outside legal or other professional advice.

Overseeing of the Company's financial reporting process to ensure that the financial statement is correct and the disclosure of its financial information is sufficient and credible.

Major accounting entries based on exercise of judgment by management.

Compliance with accounting standards.

Compliance with listing agreement and other legal requirements concerning financial statements.

Any changes in accounting policies and practices.

To secure attendance of outsiders with relevant expertise, if necessary.

Reviewing the adequacy of internal audit function.

Discussion with internal auditor regarding any significant findings and follow up thereon.

Discussion with external auditors about the nature and scope of audit before the audit commence as well as post-audit discussion to ascertain any area of concern.

Any other item referred to it by the Board.

(i) Audit Committee Meetings held during Financial Year 2017-18

During the financial year 2017-18, the members of the Audit committee met 4 (Four) times on the following dates:

Quarter	No of Meetings	Date of Meetings held during the Quarter
April - June	1	30th May, 2017
July - September	1	14th August, 2017
October - December	1	14th November, 2017
January - March	1	02nd February, 2018

(ii) Category and Attendance of members

The names and categories of the Directors on the Committee, their attendance at the Meetings held during the Financial Year 2017-18 are as follows:

Name	Designation	Category	Attendance
Mr. Niranjan Kumar Agrawal	Chairman	Non-Executive & Independent Director	4
Mr. Vinod Kumar Gupta	Member	Promoter & Non Executive Chairman	4

Members of the Audit Committee have requisite financial and management expertise.

The Statutory Auditors and Internal Auditors are invited to attend and participate in the meeting of the Committee. The Company Secretary acts as the Secretary to the Committee.

b) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders Relationship Committee in accordance with the provisions of the Companies Act, 2013 and Regulation 20 of SEBI LODR. The committee remains having same powers and duties such as specifically looking into redressal of investors' complaints like share transfers, non-receipt of annual reports, issue of duplicate share certificates, transfer and transmission of shares, exchange of shares and other allied transactions. Its scope also includes delegating the powers to the executives of Company / share transfer agents to process share transfers etc.

(i) Meetings held during Financial Year 2017-18

During the financial year 2017-18, the members of the committee met 1(One) time under review to redress the grievances of the shareholders of the Company on 30th May, 2017

Based on the report received from the Company's Registrar, the status of investor complaints as

on 31st March, 2017 are as under:

Complaints as on April 01, 2017	NIL
Received during the year	NIL
Resolved during the year	NIL
Pending as on March 31, 2018	NIL

(ii) Composition, Category and Attendance of member

Name	Designation	Category	Attendance
Mr. Vinod S Gupta	Chairman	Promoter & Non-Executive Chairman	1
Mr. Niranjan Kumar Agrawal	Member	Non-Executive & Independent Director	1
Mrs. Anita Kumari	Member	Non- Executive Director	1

c) NOMINATION AND REMUNERATION COMMITTEE

The Remuneration Committee is re-constituted and renamed as Nomination and Remuneration Committee in line with the provisions of Regulation 19 of SEBI LODR with the Stock Exchanges and as per the provisions of Section 178 of the Companies Act, 2013 in the board meeting held on 14th August, 2017. The committee have powers and duties such as to review, assess and recommend to the Board for the appointment of executive and non-executive Directors and compensation payable and to consider and recommend human resource policies relating to compensation and performance management.

(i) Meetings held during Financial Year 2017-18

During the financial year 2017-18, the members of the committee met 1 (One) time on 14th August, 2017

(ii) Composition, Category and Attendance of the Member

Name	Designation	Category	Attendance
Mr. Niranjan Kumar Agrawal	Chairman	Non-Executive & Independent Director	1
Mr. Vinod S Gupta	Member	Promoter & Non-Executive Chairman	1

5. GENERAL BODY MEETINGS

The details of Annual General Meetings held in the last three years are given below:

Annual General Meeting (F Y)	Day, Date & Time	Venue	Special Resolutions
21st Meeting (FY 2014-15)	Wednesday, 30th September, 2015	143, Deepshri Building, Kotri Road, Gumanpura, Kota - 324007 (Rajasthan)	No Special Resolution was passed.
22nd Meeting (FY	Friday, 30th September,	143, Deepshri Building, Kotri Road, Gumanpura, Kota -	No Special Resolution was

2015-16)	2016	324007 (Rajasthan)	passed.
23rd Meeting (FY 2017-18)	Saturday, 30th September, 2017	143, Deepshri Building, Kotri Road, Gumanpura, Kota - 324007 (Rajasthan)	No Special Resolution was passed.

6. POSTAL BALLOT

During the financial year 2017-18, no resolutions have been passed through postal ballot. Also, no special resolution is proposed to be conducted through postal ballot. Further, none of the business proposed to be transacted in the ensuing Annual General Meeting requires passing through postal ballot.

7. EXTRA-ORDINARY GENERAL MEETING

No Extra -Ordinary General Meeting was held by the Company during the year.

8. DISCLOSURES

Financial Statements / Accounting treatments : In the preparation of Financial Statements, the Company has followed the Accounting Standards issued by Institute of Chartered Accountants of India to the extent applicable.

Materially Significant Related Parties Transactions : There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their relatives etc. that may have potential conflict with the interests of the Company at large.

Strictures or Penalties : During the last three years, there were no strictures or penalties imposed either by the SEBI or the Stock Exchange or any other Statutory Authorities for non-compliance of any matter related to Capital Markets.

Compliance with Code of Conduct and Whistle Blower Mechanism : The Company has adopted a Whistle Blower policy and has established the necessary mechanism in line with Regulation 17 and 18 of SEBI LODR with the Stock Exchange, for employees to report concerns about unethical behaviors. No personnel have been denied access to the audit committee.

9. MEANS OF COMMUNICATION

Quarterly, half yearly and annual financial Results are generally published in one English leading national newspaper and in regional. In compliance with the requirements of Listing Agreement, the company regularly updates un-audited as well as audited financial results on its functional website (i.e. www.zyden Gentec.in) also, after they are taken on record by the Board.

The Company's Results and other corporate announcement are regularly sent to the stock exchanges.

All price sensitive information is made available at the earliest through newspapers and intimated to the stock exchanges for public dissemination.

Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&AR) Report forms part of the Annual Report.

10. GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting:

Date, Time & Venue: Saturday, 29th September, 2018 at 5:00 P.M. at 143, DEEPSHRI BUILDING, KOTRI ROAD, GUMANPURA, KOTA - 324007 (RAJASTHAN) .

b. Financial Calendar:

June Quarter Ending Results	Within 45 days from end of quarter.
September Quarter Ending Results	Within 45 days from end of quarter.
December Quarter Ending Results	Within 45 days from end of quarter.
March Quarter / Year Ending Results	Within 60 days from end of quarter of the financial year (Audited).

c. Book Closure date: Sunday, 23rd September, 2018 to Saturday, 29th September, 2018

d. Dividend: No dividend being recommended by the Board during the financial year 2017-18.

e. Listing of Equity Shares in Stock Exchanges: Bombay Stock Exchange Limited (BSE)

f. Demat ISIN exchange number in: INE622B01037

g. Stock Code: Bombay Stock Exchange - 530091.

h. Dematerialization of Shares

The shares of the Company are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). As on 31st March, 2018, 5,47,92,920 equity shares of the company forming 98.39% of the share capital of the Company stand dematerialized.

i. Liquidity of Shares

The Equity Shares of the Company have been listed at Recognized Stock Exchange: Bombay Stock Exchange, India.

j. Share Transfer System

With a view to expedite the process of share transfers, the Board of Directors of the Company has delegated the powers of share transfer to Stakeholder's Relationship Committee (previously named as Shareholder's Grievances' Committee). As on date, all the work related to the shares both held in physical and electronic form is handled by Register & Share transfer Agent. All correspondences are to be directed to the Register & Share transfer Agent at the above mentioned address. The correspondences may also be sent at the Company's address which will be sent by the Company to Register & Share transfer Agent. Share transfer is normally affected within the maximum period of 30 days from the date of receipt, if all required documentation is duly submitted by the transferor & transferee.

k. Shareholding Pattern as on 31st March, 2018 - The Shareholding Pattern as on 31st March, 2018 is given in MGT-9

l. Registrar & Share Transfer Agent

Aarathi Consultants Pvt. Ltd.

1-2-285, Domalguda, Hyderabad, Andhra Pradesh, Tel: 040-27638111, Fax: 040-27632184

E-mail: info@aarthiconsultants.com, Website: www.aarthiconsultants.com

m. Outstanding GDRs / Warrants and Convertible Instruments

The Company has not issued any GDRs / Warrants or any other instrument which is convertible into Equity Shares of the Company.

n. Plant Locations

The addresses of the company's Plant and manufacturing unit mentioned at the first page of this Annual Report.

o. Address for Correspondence

ZydenGentec Limited

143/1, Deepshree Building, Kotri Road, Gumanpura,

Kota (Rajasthan)-324 007, Phone Nos. 0744-2390508 / 2112267, Fax No. 0744-2392196

E-mail: compliance@zydengentec.com , Web: www.zydengentec.in

11. SHARE CAPITAL AUDIT

For each of the quarter in the financial year 2017-18, Company Secretaries carried out audits to reconcile the total admitted issued and listed capital in demat with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) & physical form.

12. CIN NUMBER

The Corporate Identity Number ("CIN") of the Company as allotted by Ministry of Corporate Affairs is: L67120RJ1994PLC008284.

13. Non-Mandatory Requirements

The Company has not adopted any non-mandatory requirement

For and On behalf of Board of Directors

For Zyden Gentec Limited

sd/-

Vinod Shiv Kumar Gupta

Chairman

DIN: 00193202

Date: 01.09.2018

Place: Kota

ANNEXURE V

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

CIN	L67120RJ1994PLC008284
Registration Date	26/04/1994
Name of the Company	ZYDEN GENTEC LIMITED
Category/Sub-category of the Company	COMPANY LIMITED BY SHARES/ INDIAN NON- GOVERNMENT COMPANY
Address of the Registered office & contact details	143, DEEPSHRI BUILDING, KOTRI ROAD, GUMANPURA, KOTA - 324007 (RAJASTHAN) Tel: 0744-2390508 Email: vinodguptazyden@gmail.com