



being there...

## ZEN TECHNOLOGIES LIMITED

Certified ISO 9001:2015, ISO 27001:2013, CMMI ML5

Regd. Office : B-42, Industrial Estate, Sanathnagar,  
Hyderabad - 500 018, Telangana, India.

Phone: +91 40 23813281/3294/2894/4894

Fax No: +91 40 23813694

Email: info@zentechnologies.com Website: www.zen.in

Corporate Identity Number : L72200TG1993PLC015939

Date: 07<sup>th</sup> September 2022

To  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street**  
**Mumbai- 400001**  
Through: BSE Listing Centre  
Security Code: 533339

To  
**National Stock Exchange of India Limited**  
**Exchange Plaza, C-1, Block G,**  
**Bandra Kurla Complex,**  
**Bandra (E), Mumbai – 400 051**  
Through: NEAPS  
Symbol/Security ID: ZENTEC

Dear Sir/Madam,

**Sub: Notice for the 29<sup>th</sup> Annual General Meeting of Zen Technologies Limited ("Company")**

We hereby inform you that the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting ("AGM") of the members of the Company will be held on **Thursday, 29<sup>th</sup> September 2022 at 11:00 A.M. IST** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI).

We enclose herewith the Notice of the AGM to be held on 29<sup>th</sup> September 2022.

The Notice is also uploaded on the Company's website and can be accessed at:  
<https://www.zentechnologies.com/general-meeting-notices>

Kindly take the above information on your record.

Thanking you.

Yours sincerely,

For Zen Technologies Limited

  
**Hansraj Singh Rajput**  
Company Secretary & Compliance Officer  
M. No. F11438



Works : Plot 36, Hardware Park, Near Shamshabad International Airport, Hyderabad - 501 510, Telangana, India



**CMMI DEV / 5<sup>SM</sup>**  
Exp. 03-02-2025 / Appraisal # 58014

# Notice to Shareholders

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting (AGM) of the members of Zen Technologies Limited (CIN: L72200TG1993PLC015939) (the Company) will be held on **Thursday, the 29<sup>th</sup> day of September, 2022** at **11:00 a.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(s):

## ORDINARY BUSINESS:

### 1. Adoption of Audited Standalone Financial Statements.

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

### 2. Adoption of Audited Consolidated Financial Statements.

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the Report of the Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolution**.

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

### 3. Declaration of Dividend on the equity shares.

To declare Dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2022 and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a dividend at the rate of Re. 0.10/- (Ten Paise Only) per equity share of Re. 1/- (one rupee) each fully paid-up equity share be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2022 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2022."

### 4. Appointment of Ms Shilpa Choudari as Director, liable to retire by rotation.

To appoint a director in place of Ms. Shilpa Choudari (DIN: 06646539), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Shilpa Choudari (DIN: 06646539), who retires by rotation at this meeting and being

eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS:

### 5. Appointment of Branch Auditors.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Board of Directors be and is hereby authorised to appoint Branch Auditor(s) of any Branch Office of the Company, whether existing or which may be opened/acquired hereafter, outside India, any firm(s) and/or person(s) qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration, in consultation with the Statutory Auditors of the Company."

### 6. Re-appointment of Dr. Ajay Kumar Singh (DIN: 08532830) as an Independent Director of the Company for the second term.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Dr. Ajay Kumar Singh (DIN: 08532830), who was appointed as an Independent Director of the Company at the 27<sup>th</sup> Annual General Meeting of the Company for a period of three years, i.e., from 02<sup>nd</sup> November 2019 to 01<sup>st</sup> November 2022, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby

re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of three years, i.e., from 02<sup>nd</sup> November 2022 to 01<sup>st</sup> November 2025 (both days inclusive).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### **7. Re-appointment of Mr. M Ravi Kumar as Whole-time Director and fixing remuneration.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, read with Schedule V to the said Act, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and recommendation of the Nomination and Remuneration Committee, Mr. M Ravi Kumar (DIN: 00089921) be and is hereby appointed as the Whole Time Director of the Company for a period of Three (3) years from 29<sup>th</sup> June 2022 to 28<sup>th</sup> June 2025, on the terms and conditions and at a remuneration as set out in the statement herein below:

**A. SALARY:** ₹ 4,00,000/- (Rupees Four Lakh Only) per month.

**B. PERQUISITES:** In addition to the above, he shall be entitled to the following perquisites classified into three categories I, II & III as follows:

#### **Category – I**

The following perquisites given in this Category will be allowed in addition to the salary and restricted to a maximum amount of ₹ 27,00,000/- (Rupees Twenty Seven Lakhs only) per annum.

- a) House Rent Allowance: House Rent Allowance at the rate of forty percent of salary (40%). The expenditure incurred by the Company on gas, electricity, water and furnishing shall be evaluated as per the Income Tax Rules, 1962 subject to a ceiling of ten percent of the salary (10%).
- b) Medical Reimbursement: Expenses incurred for self and family, subject to a ceiling of one month's salary in a year or three month's salary over a period of three years or as is provided by the companies' group medical insurance policy.
- c) Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules specified by the Company.

d) Club Fee: Fee of clubs subject to maximum of two clubs. This will not include admission and life membership fees.

e) Personal Accident Insurance: As per Company's policy.

#### **Category – II**

f) The Company's contribution to provident fund, superannuation fund or annuity fund shall be in accordance with the rules and regulations of the Company. Such contribution will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income Tax Act, 1961.

g) Gratuity as per the Gratuity Act, 1972.

#### **Category – III**

h) Car for the purpose of Company's business and telephone(s) at residence will be provided. The Company will bill personal long distance calls on the telephone(s) and use of car for personal purposes. The provisions for car and telephone will not be considered as perquisites.

#### **C. OTHER TERMS:**

- i) One month's leave with full pay and allowance for every eleven months of service. Leave accumulated but not availed in the previous financial year will be carried forward to next financial year.
- j) Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the Company.
- k) Mr. M Ravi Kumar shall not, so long as he functions as the Whole Time Director, be entitled to receive any fee for attending any meeting of the Board or Committee thereof.
- l) Notice period and other terms regarding cessation of employment shall be governed as per the rules of the company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

“**RESOLVED FURTHER THAT** the aggregate remuneration inclusive of salary and other benefits to Mr. M Ravi Kumar shall always be within the overall ceiling laid down in Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, in any financial year during the tenure of Whole-Time Director, salary, perquisites and other allowances as specified above under the points “A”, “B”, “C” shall be paid as minimum remuneration, notwithstanding that the above specified remuneration may be in excess of the limits specified in Section 197 of the Companies Act, 2013 and

Section II of Part-II of Schedule V to the Companies Act, 2013 or any amendments thereto.”

**“RESOLVED FURTHER THAT** Mr. M Ravi Kumar shall not be subject to retirement by rotation during his tenure as Whole-time Director of the company.”

### **8. To ratify & approve Zen Technologies Limited Employee Stock Option Plan-2021 (“ZEN ESOS 2021”/ “Scheme”) and grant of Employee Stock Options (ESOPs) under ZEN ESOS 2021.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed in the General Meeting of the Company held on 28<sup>th</sup> August 2021 and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and shall include any alteration(s), amendment(s), addition(s), deletion(s), modification(s), or variation(s) thereof (hereinafter referred to as “SBEBASE Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**) as amended from time to time, and in accordance with such other circulars rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and further subject to such other approvals, permissions and sanctions as may be necessary, the scheme titled as **“Zen Technologies Limited Employee Stock Option Plan-2021”** (hereinafter referred to as the **“ZEN ESOS 2021”/ “Scheme”**) as approved by the members in the Annual General Meeting held on 28<sup>th</sup> August 2021 and further amended by the Board of Directors vide its resolution dated 06<sup>th</sup> September 2021, be and is hereby ratified and the consent of the members be and is hereby accorded, to authorise the Board of Directors of the Company [hereinafter referred to as the **“Board”**, which term shall be deemed to include the Nomination and Remuneration Committee which has been duly constituted by the Board and has been designated as the Compensation Committee pursuant to Regulation 5 of SBEBASE Regulations, to exercise its powers, including the powers conferred under this resolution (hereinafter referred as **“the NRC”**), to create, issue, offer, grant, allot and/or transfer from time to time, in one or more tranches upto 40,00,000 (Forty Lakhs) Employee Stock Options (**“ESOPs”**) exercisable into 40,00,000 (Forty Lakhs) Equity Shares of face value Re. 1/- (Rupee One) each to and for the benefit of eligible persons of the Company (including the present and future employees) whether the whole-time director or not, whether in India or abroad, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more

than 10% of the outstanding equity shares of the Company) and to the Employee(s) of any existing and future subsidiary company(ies) of the Company whether in or outside India and such other persons as may be decided by the Board from time to time be eligible under applicable law(s) (hereinafter referred to as **“Employees”**) under **ZEN ESOS 2021** through Zen Technologies Limited Employee Welfare Trust (hereinafter referred to as **“Trust”**) to be set-up by the Company, on such terms and in such manner including the price of ESOP as the Board may decide in accordance with the provisions of the law as may be prevailing at the relevant time.”

**“RESOLVED FURTHER THAT** subject to the terms and salient features of the scheme mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, the consent of the members of the Company be and is hereby accorded to the Board (including the NRC or such other person(s) as may be authorised by the NRC), to administer, superintendent and implement the **ZEN ESOS 2021** in due compliance and in conformity with applicable laws in this regard.”

**“RESOLVED FURTHER THAT** the equity shares to be transferred on exercise of stock options shall be allocated to the Employees through Zen Technologies Limited Employees Welfare Trust (hereinafter referred to as **“Trust”**) set up by the Company in permissible manner for implementation and/or administration of **ZEN ESOS 2021** and in accordance with the provisions of applicable laws and the company and/or its subsidiary(ies) may provide monies/loan to the Trust from time to time, on such terms as it may think fit, to enable the Trust to subscribe and/or purchase the equity shares of the Company.”

**“RESOLVED FURTHER THAT** the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of equity shares allotted under **ZEN ESOS 2021** on BSE Limited and National Stock Exchange of India Limited or any other Stock Exchange where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015, SBEBASE Regulations and other applicable laws and regulations.”

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, changes in capital structure, merger and sale of division/undertaking or any other re-organisation, if any, additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling of 40,00,000 ESOPs shall be deemed to be increased, to the extent of such additional equity shares issued and as may be determined by the Board without affecting any other rights or obligations of the said grantees.”

**“RESOLVED FURTHER THAT** in case the equity shares of the Company are either subdivided or consolidated, the number of equity shares to be transferred on the exercise of options granted and/or the price of acquisition per equity share payable by the Employees under **ZEN ESOS 2021** shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- (Rupee One) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees.”

**“RESOLVED FURTHER THAT** the number of ESOPs that may be granted to the identified Employees, in any financial year and in aggregate under the **ZEN ESOS 2021** shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed under Regulation 15 of the SBEBASE Regulations and any other applicable laws and regulations to the extent relevant and applicable in connection with the implementation of **ZEN ESOS 2021**.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, documents, papers, grant letters, intimations and such other documents as may be required and/or in its absolute discretion as it may deem necessary for notification, administration, superintendence and implementation of the **ZEN ESOS 2021** and to take such steps and do all such acts, deeds things and matters in this regard including but not limited appointment of Merchant Bankers, Solicitors, Registrars and other Advisors, Consultants or Representatives, filing of necessary forms and applications, intimations and disclosures with concerned authorities, Institutions for their requisite approvals as may be required under applicable laws from time to time without being required to seek any further consent or approval of the Members of the Company.”

**“RESOLVED FURTHER THAT** subject to compliance with applicable laws the Board be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the **ZEN ESOS 2021** and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the **ZEN ESOS 2021** and to do things which may be incidental and/or ancillary thereof including to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary for such purpose.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred in the aforesaid resolutions for administration, implementation and superintendence of the **ZEN ESOS 2021** to Committee, Trust established in this regard and shall also be authorised to nominate and appoint one or more officers of the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to these resolutions.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

### **9. To ratify & approve grant of Employee Stock Options to the Employees of Subsidiaries of the company under “Zen Technologies Limited Employee Stock Option Plan-2021”.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed in the General Meeting of the Company held on 28<sup>th</sup> August 2021 and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read along with rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and shall include any alteration(s), amendment(s), addition(s), deletion(s), modification(s), or variation(s) thereof (hereinafter referred to as **“SBEBASE Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**) as amended from time to time, and in accordance with and subject to such other circulars rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and subject to such other approvals, permissions and sanctions as may be necessary, the approval of the members of the Company be and is hereby accorded to the **“Board”**, which term shall be deemed to include the Nomination and Remuneration Committee of Directors which has been duly constituted by the Board and has been designated as the Compensation Committee under Regulation 5 of SBEBASE Regulations and to exercise its powers, including the powers conferred by this resolution (hereinafter referred as **“the NRC”**) to extend the benefits of the **“Zen Technologies Limited Employee Stock Option Plan-2021”** (hereinafter referred to as the **“ZEN ESOS 2021”/ “Scheme”**) and to issue create, offer, grant, allot and/or transfer of such number of Employee Stock Options (**“ESOPs”**) to the eligible employees of the Subsidiary Company(ies) of the Company (including the present and future employees), in India or abroad, as may be solely decided by the Board and to such other persons

as may from time to time be eligible under applicable law(s) and as may be decided by the Board (hereinafter referred to as “**Subsidiary Employees**”) in one or more tranches within the overall ceiling of 40,00,000 (Forty Lakhs) Employee Stock Options (“**ESOPs**”), exercisable into 40,00,000 (Forty Lakhs) Equity Shares of face value Re.1/- (Rupee One) each prescribed under the scheme titled “**Zen Technologies Limited Employee Stock Option Plan-2021**” (hereinafter referred to as the “**ZEN ESOS 2021**”/ “**Scheme**” through Zen Technologies Limited Employee Welfare Trust (herein after referred to as “**Trust**”) to be set-up by the Company, on such terms and in such manner including price of ESOP as the Board may decide in accordance with the provisions of the law as may be prevailing at the relevant time.”

“**RESOLVED FURTHER THAT** subject to the terms stated herein, the equity shares allotted to subsidiary employees pursuant to **ZEN ESOS 2021** shall rank pari-passu and with the then existing equity shares of the Company, in all respects.”

“**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, changes in capital structure, merger and sale of division/undertaking or any other re-organisation, if any, additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling of 40,00,000 ESOPs shall be deemed to be increased, to the extent of such additional equity shares issued and as may be determined by the Board without affecting any other rights or obligations of the said grantees.”

“**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, the number of equity shares to be transferred on exercise of Options granted and/or the price of acquisition per equity share payable by the Subsidiary Employees under **ZEN ESOS 2021** shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- (Rupee One) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of equity shares issued and allotted under **ZEN ESOS 2021 to Subsidiary Employees** on BSE Limited and National Stock Exchange of India Limited or any other Stock Exchange where the securities of the Company may be listed, as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, SBEBASE Regulations and other applicable laws and regulations.”

“**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed under Regulation 15 of the SBEBASE Regulations and any other applicable laws and regulations to the extent relevant and applicable in connection

with extending the benefits of **ZEN ESOS 2021 to the Subsidiary Employees.**”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make, sign, execute, submit, acknowledge, endorse, applications to the appropriate authorities, deeds, documents, papers, grant letters, intimations and such other documents in its absolute discretion as it may deem necessary and required to take such steps and do all such acts, deeds things and matters in this regard including but not limited appointment of Merchant Bankers, Solicitors, Registrars and other Advisors, Consultants or Representatives, filing of necessary forms and applications, intimations and disclosures with concerned authorities as may be required to extend the benefits to the employees of the Subsidiaries in compliance with applicable laws from time to time without being required to seek any further consent or approval of the members of the Company and shall also be entitled to delegate all or any of its powers to any Committee, Trust established for implementing any of the notified schemes covered by these regulations, or to one or more officers of the Company and/ or to one or more sub-committees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such deeds, documents, instruments and writings for giving effect to this resolution including filing of necessary documents, intimations including e-forms with regulatory authorities.”

#### **10. To ratify & approve implementation of “Zen Technologies Limited Employee Stock Option Plan-2021” (hereinafter referred to as the “ZEN ESOS 2021”/ “Scheme”) through trust route.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed in the General Meeting of the Company held on 28<sup>th</sup> August 2021 and pursuant to the provisions of Sections 62(1)(b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and shall include any alteration(s), amendment(s), addition(s), deletion(s), modification(s), or variation(s) thereof (hereinafter referred to as “**SBEBASE Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) as amended from time to time, and in accordance with and subject to such other circulars rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and subject to such other approvals, permissions and sanctions as may be necessary, the approval and consent of the members of the Company be and is hereby accorded

to the **“Board”**, which term shall be deemed to include the Nomination and Remuneration Committee of Directors which has been duly constituted by the Board and has been designated as the Compensation Committee pursuant to Regulation 5 of SBEBASE Regulations and to exercise its powers, including the powers conferred under this resolution (hereinafter referred as **“the NRC”**) to implement the **“Zen Technologies Limited Employee Stock Option Plan-2021”** (hereinafter referred to as the **“ZEN ESOS 2021”/ “Scheme”**) through Zen Technologies Limited Employees Welfare Trust (herein after referred to as **“Trust”**) to be set up as per the provisions of all applicable laws, including without limitation, Indian Trusts Act, 1882, as amended, the SBEBASE Regulations and the Companies Act, 2013 and the rules made thereunder and the Trust to acquire, purchase, hold and deal in fully paid-up equity shares of the Company for the purpose of implementation of the **ZEN ESOS 2021** or for any other purpose(s) as contemplated herein and in due compliance with the provisions of the applicable laws and regulations.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without being required to secure any further consent or approval of the Members of the Company.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

#### **11. To ratify & approve the acquisition of Equity Shares of the company through Secondary Acquisition for implementation of “Zen Technologies Limited Employee Stock Option Plan-2021” (“ZEN ESOS 2021”/ “Scheme”).**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed in the General Meeting of the Company held on 28<sup>th</sup> August 2021 and pursuant to applicable provisions of Companies Act, 2013 (the Act) including any statutory modifications or re-enactment of the Act, for the time being in force and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and shall include any alteration(s), amendment(s), addition(s), deletion(s), modification(s), or variation(s) thereof (hereinafter referred to as **“SBEBASE Regulations”**) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**) including any modifications or supplements thereto and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or

imposed by such authorities while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”**), consent of the members of the Company be and is hereby accorded for acquisition/purchase of Equity Shares of the Company through secondary acquisition by the **Zen Technologies Limited Employees Welfare Trust (“Trust”)** for the purpose of implementation of the **ZEN ESOS 2021/ the Scheme**, provided the secondary acquisition by the Trust shall not exceed the limits as defined under **SBEBASE Regulations.**”

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as bonus issue, rights issue, stock splits or consolidations or other re-organisation, if any, where additional Equity Shares are required to be issued by the Company to the members, then the maximum number of Equity Shares to be acquired by the Trust through secondary acquisition from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid, shall be increased in the same proportion as the number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue.”

**“RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, the ceiling limit of secondary acquisition as defined under **SBEBASE Regulations**, shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to make applications to the appropriate Authorities, for their requisite approvals and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without being required to secure any further consent or approval of the Members of the Company.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

#### **12. To ratify & approve provision of money to trust by the company for the Purchase of its own shares for implementation of Zen Technologies Limited Employee Stock Option Plan-2021.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed in the General Meeting of the Company held on 28<sup>th</sup> August 2021 and pursuant to the

provisions of Sections 62(1)(b), 67 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and shall include any alteration(s), amendment(s), addition(s), deletion(s), modification(s), or variation(s) thereof (hereinafter referred to as "**SBEBASE Regulations**"), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") as amended from time to time, and in accordance with and subject to such other circulars rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and subject to such other approvals, permissions and sanctions as may be necessary the approval of the members of the Company be and is hereby accorded to the "**Board**", which term shall be deemed to include the Nomination and Remuneration Committee of Directors which has been duly constituted by the Board and has been designated as the Compensation Committee pursuant to Regulation 5 of SBEBASE Regulations and to exercise its powers, including the powers conferred by this resolution (hereinafter referred to as "**the NRC**") to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to Zen Technologies Limited Employee Welfare Trust (hereinafter referred to as "**Trust**") set-up or to be set-up by the Company, in one or more tranches, not exceeding 5% (Five per cent) of the aggregate of the Paid-up Share Capital and Free Reserves of the Company or such other limits as may be prescribed under Companies (Share Capital and Debentures) Rules, 2014, for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of Equity Shares ("Shares") as may be prescribed under Zen Technologies Limited Employee Stock Option Plan-2021 ("Scheme") or any other share based employee benefit plan which may be introduced by the Company from time to time ("Employee Benefit Scheme(s)"), with a view to deal in such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SBEBASE Regulations, Companies Act, 2013 and any other applicable laws and regulations."

**"RESOLVED FURTHER THAT** any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Scheme and/or Employee Benefit Schemes, as the case may be, to the extent of exercise price paid by the Employees upon exercise of the Options and the accruals of the Trust at the time of termination of the Scheme."

**"RESOLVED FURTHER THAT** the Trust shall not deal in derivatives and shall undertake transactions as permitted by SBEBASE Regulations."

**"RESOLVED FURTHER THAT** the Trustees of the Trust shall not vote in respect of the Shares held by such Trust."

**"RESOLVED FURTHER THAT** for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding."

**"RESOLVED FURTHER THAT** the Trustees of the Trust shall ensure compliance of the provisions of the SBEBASE Regulations, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."

### **13. To approve entering into transactions with Unistring Tech Solutions Private Limited (UTS) and authorize the Board to enter into agreement(s)/contract(s) with UTS**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time ("Act") and the Company's policy on the related party transactions, approval of the members of the Company be and is hereby accorded to the Board of Directors or Committee of the Board of Directors (hereinafter referred to as the "Board") for entering into contract/arrangement/ transactions with Unistring Tech Solutions Private Limited (UTS), a related party for the purchase, sale or supply of products, materials, equipment(s), goods, availing or rendering of services, or any other transaction(s) for transfer of resources, services or obligations and other reimbursements or any other obligations including leasing of property on such terms and conditions as the Board may deem fit upto a maximum amount of ₹ 200 crores in each financial year commencing from FY 2022-23 onwards, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the company's business, notwithstanding that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the consolidated turnover



of the Company in any financial year or such other threshold limits as may be specified by the Act or Listing Regulations from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Audit Committee of the Board) be and is hereby authorised to decide upon the nature and value of products, materials, equipment(s), goods or services to be transacted with UTS within the aforesaid limits and to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion to give effect to this Resolution and for resolving all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.”

**“RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

**“RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

#### **14. Appointment of Mr. Kishore Dutt Atluri as the Joint Managing Director and fixing remuneration.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 160, 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to any other law for the time being in force, Mr. Kishore Dutt Atluri (DIN: 09691242) who was appointed as additional director of the Company on 01<sup>st</sup> August 2022 and who holds office till the date of this Annual General Meeting and whose candidature is proposed for directorship of the Company be and is hereby appointed as director liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, read with Schedule V to the said Act, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and recommendation of the Nomination and Remuneration Committee, Mr. Kishore Dutt Atluri (DIN: 09691242) be and is hereby appointed as the Joint Managing Director of the Company for a period of Three (3) years from 01<sup>st</sup> August 2022 to 31<sup>st</sup> July 2025, whose office is liable to retire by rotation, on the terms and conditions and at a remuneration as set out in the statement herein below:

**A. SALARY:** ₹ 4,00,000/- (Rupees Four Lakh Only) per month.

#### **B. HOUSING –**

- i) Where accommodation in the company owned house is provided, he will pay 10% of his salary towards house rent;
- ii) Where hired accommodation is provided, the expenditure incurred on hiring furnished accommodation, including maintenance cost, to him will be borne by the company;
- iii) In case, the Company does not provide accommodation, house rent allowance shall be paid @ 40% of the salary and;
- iv) The expenditure incurred by the Company on gas, electricity, water and furnishing shall be evaluated as per the Income Tax Rules, subject to a ceiling of ten percent of the salary (10%).

**C. INCENTIVE –** @1% based on Net Sales of the Company for each financial year.

**D. PERQUISITES:** In addition to the above, he shall be entitled to the following perquisites classified into three categories I, II & III as follows:

#### **Category – I**

The following perquisites given in this Category will be allowed in addition to the salary and restricted to a maximum amount of ₹ 12,00,000/- (Rupees Twelve Lakhs only) per annum.

- a) Medical Reimbursement: Expenses incurred for self and family, subject to a ceiling of one month’s salary in a year or three month’s salary over a period of three years or as is provided by the companies’ group medical insurance policy.
- b) Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules specified by the Company.
- c) Club Fee: Fee of clubs subject to maximum of two clubs. This will not include admission and life membership fees.
- d) Personal Accident Insurance: As per Company’s policy.

#### **Category – II**

- e) The Company’s contribution to provident fund, superannuation fund or annuity fund shall be in accordance with the rules and regulations of the Company. Such contribution will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- f) Gratuity as per the Gratuity Act, 1972.

#### **Category – III**

- g) Car with driver for the purpose of Company’s business and the Company will provide all communication facilities

like Telephone / Internet / Mobiles / Fax at residence of Mr. Kishore Dutt Atluri and will pay the bills on actual basis. The Company will bill personal long distance calls on the telephone(s) and use of car for personal purposes. The provisions for car and telephone will not be considered as perquisites.

#### **E. OTHER TERMS:**

- h) One month's leave with full pay and allowance for every eleven months of service. Leave accumulated but not availed in the previous financial year will be carried forward to next financial year.
- i) Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the Company.
- j) Mr. Kishore Dutt Atluri shall not, so long as he functions as the Joint Managing Director, be entitled to receive any fee for attending any meeting of the Board or Committee thereof.
- k) Notice period and other terms regarding cessation of employment shall be governed as per the rules of the company.

**F. INCREMENT** – During his tenure as Joint Managing Director, Mr. Kishore Dutt Atluri, be paid an annual increment not exceeding 15% of the salary and allowances which shall be subject to the company's policy and the approval of the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and /or remuneration including annual increments based on the performance appraisal, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.”

**“RESOLVED FURTHER THAT** the aggregate remuneration inclusive of salary and other benefits to Mr. Kishore Dutt Atluri shall always be within the overall ceiling laid down in Section

196, 197 and 203 and other applicable provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, in any financial year during the tenure of Joint Managing Director, salary, perquisites and other allowances as specified above under the points “A” to “F” shall be paid as minimum remuneration, notwithstanding that the above specified remuneration may be in excess of the limits specified in Section 197 of the Companies Act, 2013 and Section II of Part-II of Schedule V to the Companies Act, 2013 or any amendments thereto.”

#### **15. Payment of Commission to Non-Executive Directors of the Company for a period of five (5) years.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013, read with Schedule V and the rules made thereunder and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to the Non-Executive Directors of the Company (i.e. Directors other than the Managing Director and Whole-Time Directors) for a period of five (5) years with effect from FY 2022-23, at an amount not exceeding 1% of the net profits of the Company during that Financial year or ₹ 10.00 Crore, subject to the condition that the payment of commission shall not exceed ₹ 10.00 Crore in any financial year and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

By Order of the Board  
For **Zen Technologies Limited**

**Hansraj Singh Rajput**  
Company Secretary  
M. No. F11438

**Place:** Hyderabad  
**Date:** 06<sup>th</sup> September 2022

# Notes:

1. In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Annual General Meeting of the Company ("AGM") is being held through VC / OAVM without the physical presence of the Members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM.

2. The company has appointed KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.

3. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA / SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

5. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. Additional information, pursuant to Regulation 36 of SEBI Listing Regulations and the applicable secretarial standards, in respect of the directors seeking appointment / re-appointment at the AGM is annexed as **Annexure-A** to this Notice. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.

7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [rao\\_ds7@yahoo.co.in](mailto:rao_ds7@yahoo.co.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).

8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested

to write to the Company on or before Monday, 19<sup>th</sup> September 2022 through email on [investors@zentechnologies.com](mailto:investors@zentechnologies.com). The same will be replied by the Company suitably.

## DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

9. Pursuant to MCA Circular No. 02/2022 dated May 5, 2022 read with Circular 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.zentechnologies.com](http://www.zentechnologies.com), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>

10. For receiving all communication (including Annual Report) from the Company electronically:

- a. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [investors@zentechnologies.com](mailto:investors@zentechnologies.com) or to KFinTech at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
- b. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

11. KYC – Members are requested to complete their KYC as mentioned in SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 as amended from time to time. Members may download KYC forms from the Company's website at <https://www.zentechnologies.com/investor-information>.

## PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

12. The Company will provide VC / OAVM facility to its Members for participating at the AGM.

- a) Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.

Members are requested to follow the procedure given below:

- i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
  - ii. Enter the login credentials (i.e., User ID and password for e-voting).
  - iii. After logging in, click on "Video Conference" option.
  - iv. Then click on camera icon appearing against AGM event of Zen Technologies Limited, to attend the Meeting.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
- c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during **Friday, 23<sup>rd</sup> September 2022 to Tuesday, 27<sup>th</sup> September 2022**. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- d) As per the MCA Circulars up to 1000 members will be able to join the e-AGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- e) Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- f) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- g) Further Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
- h) Please note that participants using Mobile Devices or Tablets or Laptops and are accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore

recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- i) Members, who need assistance before or during the AGM, can contact KFinTech on [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call on toll free number 1800-4250-999. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

14. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

15. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

## **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:**

16. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

## **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

### **a) In case of Physical Shareholders & Non-Individual Shareholders (Physical / Demat):**

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password which is sent separately.

The e-voting event number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered

with KFinTech for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.kfintech.com> or contact toll free number 1-800-4250-999 for your existing password.

- iv. After entering the details appropriately, click on LOGIN.
- v. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT. Select Zen Technologies Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting / dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and / or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts. Voting has to be done for each resolution of the notice of 29<sup>th</sup> AGM separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can log in multiple times till you are confirmed that you have voted on the resolution.
- xi. In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFinTech on 1-800-4250-999 (toll free).
- xii. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send

scanned certified true copy (pdf format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [rao\\_ds7@yahoo.co.in](mailto:rao_ds7@yahoo.co.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and may also upload the same in the e-voting in their login. The scanned image of the above mentioned documents should be in the naming format "ZENTECHNOLOGIES\_EVENT NO."

- xiii. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- xiv. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL/CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
- xv. Any person who becomes a Member of the Company after sending the Notice of the meeting but on or before the cut-off date viz. Thursday, 22<sup>nd</sup> September 2022 may obtain the USER ID and Password in the manner as mentioned below or may write an email on [Einward.ris@kfintech.com](mailto:Einward.ris@kfintech.com) for obtaining support in this regard
  - A. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event number+Folio No. (in case of physical shareholders) or DP ID Client ID (in case of Dematted shareholders) to 9212993399.
 

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> XXX1234567890
  - B. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - C. Member may call KFinTech toll free number 1-800-4250-999 for all e-voting related matters.
  - D. Member may send an e-mail request to [Einward.ris@kfintech.com](mailto:Einward.ris@kfintech.com) for all e-voting related matters
  - E. Members are requested to note the following contact details for addressing e-voting grievances:

Mr V Raghunath, Deputy Manager at KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India, Toll-free No.: 1-800-4250-999, email: [evoting@kfintech.com](mailto:evoting@kfintech.com)

xvi. If the member is already registered with KFinTech e-voting platform, then he can use his existing User ID and password for casting the vote through remote e-voting.

xvii. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: 9:00 a.m. on **Saturday, 24<sup>th</sup> September 2022**

End of remote e-voting: 5:00 p.m. on **Wednesday, 28<sup>th</sup> September 2022**

xviii. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by Kfin upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

xix. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, 22<sup>nd</sup> September 2022.

xx. The Board of Directors of the Company has appointed Mr. D S Rao, Practicing Company Secretary, (M. No. 12394), as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

### **b) In case of Individual Shareholders having shares in electronic /demat mode:**

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

<b>NSDL</b>	<b>CDSL</b>
<p><b>1. User already registered for IDeAS facility: **</b></p> <p>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (Select “Register Online for IDeAS”)</p> <p>or</p> <p><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>II. Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p> <p><b>3. First time users can visit the e-Voting website directly and follow the process below:</b></p> <p>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p><b>1. Existing user who have opted for Easi / Easiest **</b></p> <p>i. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></p> <p>or</p> <p>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with user id and password.</p> <p>iv. Option will be made available to reach e-Voting page without any further authentication.</p> <p>v. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p> <p><b>3. First time users can visit the e-Voting website directly and follow the process below:</b></p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p> <p>V. Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

### c) Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

#### Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**17. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**

18. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

**19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Thursday, 22<sup>nd</sup> September 2022 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person, who is not a member as on the cut-off date, should treat the Notice for information purpose only.**

20. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

#### 21. Information and instructions for Insta Poll:

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

a) Only those members/shareholders who hold shares as on the cut-off date viz. Thursday, 22<sup>nd</sup> September 2022 and who have not casted their vote earlier through remote e-voting are eligible to vote through e-voting during the e-AGM.

b) Members who have voted through remote e-voting will be eligible to attend the e-AGM.

c) Upon declaration by the Chairperson about the commencement of e-voting at e-AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.

d) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

e) The electronic voting system for e-voting at AGM, as provided by KFinTech, shall be available for 30 minutes from the time of commencement of voting declared by the Chairman at the AGM.

f) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: [www.zentechnologies.com](http://www.zentechnologies.com) and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges. The results shall also be displayed on the Notice Board at the Registered Office of the company.

g) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Thursday, 29<sup>th</sup> September 2022.

### PROCEDURE FOR INSPECTION OF DOCUMENTS:

22. Members who wish to inspect, the Register of Directors and Key Managerial Personnel and their shareholding

maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to [cosec@zentechnologies.com](mailto:cosec@zentechnologies.com).

### **IEPF RELATED INFORMATION:**

23. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2013-14, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in)

24. The unclaimed equity dividend for the year ended 31<sup>st</sup> March 2015 will be transferred on 01<sup>st</sup> November, 2022 to the 'Investor Education and Protection Fund (IEPF)' on expiry of 7 years from the date of transfer to the Unpaid Dividend Account, pursuant to Section 124 of the Companies Act, 2013. Members who have not encashed their Dividend Warrants for the said financial year or subsequent year(s) are requested to send the same to the Company or its Registrars and Share Transfer Agents for issue of fresh demand drafts.

25. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts (till date of last Annual General Meeting) on the website of the Company at <https://www.zentechnologies.com/unpaid-unclaimed-dividend>.

26. As per the provisions of Section 124(6) of the Act read with Rule 6 of 'Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amended Rules, 2017' ('the Rules'), as amended, all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more (relevant shares), will be transferred by the Company to IEPF along with statement containing such details as directed by Ministry of Corporate Affairs from time to time.

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2021-22, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e., November 03, 2021. Details of shares so far transferred to the IEPF Authority are available on the website of the IEPF Authority and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

The concerned members/investors are advised to visit the weblink of the IEPF Authority <http://iepf.gov.in/IEPF/refund.html>, or contact KFinTech, for detailed procedure to lodge the claim with the IEPF Authority.

### **DIVIDEND RELATED INFORMATION:**

27. The Company has fixed Thursday, 22<sup>nd</sup> September 2022 as the 'Record Date' for the purpose of AGM and for determining entitlement of Members to dividend for the financial year ended March 31, 2022.

28. The dividend for the year ended 31 March 2022 as recommended by the Board, i.e. 10% @ Re. 0.10/- (Ten paise only) per equity share of Re. 1/- each, if declared at the meeting, will be paid to those members whose names appear in the Company's register of members as on the Record Date. In respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. The dividend on equity shares, if declared at the meeting, will be credited / dispatched within 30 days from the date of this meeting.

29. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants / demand drafts / cheque will be despatched to the registered address of the shareholders who have not updated their bank account details.

30. Members holding shares in physical form are requested to notify/send any change in their address and bank account details to Registrar and Share Transfer Agents, KFinTech or the Company. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details / PAN to their respective depository participant(s). Members are encouraged to utilize Electronic Clearing System (ECS) for receiving dividends.

31. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, KFinTech, Unit : Zen Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.

32. Pursuant to the amendments introduced by the Finance Act, 2020, dividends paid or distributed by a Company on or after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1<sup>st</sup> April 2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-

The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.



## A. Resident Shareholders:

### A.1 Tax Deductible at Source for Resident Shareholders:

S. No	Particulars	Withholding Tax Rate	Documents required (if any)
1.	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
2.	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3.	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

### A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company / KFinTech:

S. No (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) (4)
1.	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions.
2.	Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc.	NIL	Documentary evidence that the said provisions are not applicable.
3.	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4.	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961
5.	<ul style="list-style-type: none"><li>Recognised provident funds</li><li>Approved superannuation fund</li><li>Approved gratuity fund</li></ul>	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6.	National Pension Scheme	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961

## B. Non-Resident Shareholders:

Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no.4 of the below table with the Company / KFinTech:

S. No (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) (4)
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate.
2.	Other Non-resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"><li>Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received</li><li>PAN</li><li>Form 10F filled &amp; duly signed</li><li>Self-declaration for non-existence of permanent establishment/ fixed base in India</li></ol> (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company)

3.	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority  Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank
4.	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

#### Notes:

- i. The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / KFinTech post payment of the dividend. Shareholders will also be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).
- ii. The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be sent to the email ID of the company at [investors@zentechnologies.com](mailto:investors@zentechnologies.com) or to the KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Saturday, 17<sup>th</sup> September 2022 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post such date shall not be considered.
- iii. Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / KFinTech.
- iv. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- v. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- vi. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

#### OTHER INFORMATION:

33. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / KFinTech have stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

34. Members holding shares in physical mode are:

- a. required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFinTech, if not registered with the Company / KFinTech, as mandated by SEBI by writing to the Company at [investors@zentechnologies.com](mailto:investors@zentechnologies.com) or to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
- b. advised to register nomination in respect of their shareholding in the Company.

35. Members holding shares in electronic mode are:

- a. requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
- b. advised to contact their respective DPs for registering nomination.

36. Non-Resident Indian members are requested to inform KFinTech / respective DPs, immediately of:

- a. Change in their residential status on return to India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

# Annexure to Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules made thereunder.

## Item No. 5:

### Appointment of Branch Auditors

In line with its global aspirations, the Company has undertaken /would undertake projects/establishments in and outside India for setting up manufacturing facilities, demo centers, and offices as branch offices of the Company. Whilst generally and to the extent possible, the Company would appoint its auditors for the said branch offices, in some cases/jurisdictions it may not be possible/practical to appoint them and the Company would be required to appoint an accountant or any other person duly qualified to act as an auditor of the accounts of the said branch offices in accordance with the laws of that country. To enable the Directors to appoint Branch Auditors for the purpose of auditing the accounts of the Company's Branch Offices outside India (whether now existing or as may be established), necessary authorization of the Members is being obtained in accordance with the provisions of Section 143 of the Act, in terms of the Resolution at Item No. 5 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

## Item No. 6:

### Re-appointment of Dr. Ajay Kumar Singh (DIN: 08532830) as an Independent Director of the Company for the second term

Based on recommendation of the NRC, the Board re-appointed Dr. Ajay Kumar Singh (DIN: 08532830) as an Independent Director, not liable to retire by rotation, for the second consecutive term of three years, i.e., from 02<sup>nd</sup> November 2022 to 01<sup>st</sup> November 2025 (both days inclusive), subject to approval of the Members.

Dr. Singh has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Dr. Singh is a person of integrity, possesses relevant expertise/experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director

and he is independent of the management. The profile and specific areas of expertise and other details of Dr. Singh is provided in 'Annexure-A' to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to have Dr. Singh on the Board of the Company and accordingly the Board recommends the appointment of Dr. Singh as an Independent Director as proposed in the Resolution set out at Item No. 6 for approval by the Members.

The terms and conditions of appointment of the independent directors of the company is open for inspection by the Members in electronic form 21 days before the Annual General Meeting and can be viewed on the Company's website at <https://www.zentechnologies.com/investor-information>.

Except for Dr. Singh and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

## Item No. 7:

### Re-appointment of Mr. M Ravi Kumar as Whole-time Director and fixing remuneration

Mr. M Ravi Kumar, who is 61 years old and has been on the Board of the Company since incorporation, is key and instrumental in developing the technology and products of the Company. He is basically adept in systems programming, Systems Integration, robotics and main guiding force behind the progress of Zen Technologies Limited. He worked in Bureau of Data Processing Services (BDPS) (1979-85), Nova Computers Private Limited (1986-90). He also served for the Institute of Engineers as a director. He is actively involved in the design and development of the present range of simulators for the company in his role as Head, R&D Division. He is the person behind the successful development of Zen-SATS and currently administers the development of Zen TacSim® among other projects. His vision, foresightedness and planning have always been giving a good path to the Company in its new ventures.

As the term of Mr. M Ravi Kumar as the whole-time director would end on 28<sup>th</sup> June 2022 the Board opined that his services should continue to be available to the Company to achieve still greater heights, by reappointing him as whole time Director, for a period of three years w.e.f 29<sup>th</sup> June 2022. The Board of Directors at their meeting held on 07<sup>th</sup> May 2022 has reappointed Mr. M Ravi Kumar as a Whole Time Director of the Company based on the recommendations of Nomination and Remuneration Committee subject to the approval of shareholders. The said appointment and

remuneration are within the stipulations of Section 196, 197, 198, 203 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time. In the previous year, he was paid ₹ 53.59 Lakhs as remuneration and taking into consideration the duties and responsibilities of the whole time Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on 07<sup>th</sup> May 2022, approved the remuneration, terms and conditions of the re-appointment of Mr. M Ravi Kumar, subject to approval of the shareholders. Mr. M Ravi Kumar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

Notwithstanding anything contained contrary to herein, above in case, in any financial year during the tenure of Mr. M Ravi Kumar, the Company has either no profits or its profits are inadequate, the remuneration as specified in the resolution will be paid as minimum remuneration to Mr. M Ravi Kumar.

Mr M Ravi Kumar holds 7,90,000 equity shares individually. He has attended 6 (six) out of the seven (7) Board meetings held during the FY 2021-2022. He is a Director on the Board of Zen Medical Technologies Private Limited, Wholly-Owned Subsidiary. He does not have Directorships in any other company. He is the member of Corporate Social Responsibility Committee and Risk Management Committee. Other details of Mr. M Ravi Kumar are provided in the 'Annexure-A' to the Notice.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and remuneration of Mr. M Ravi Kumar, Whole Time Director, of the company.

Except for Mr. M Ravi Kumar being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

The Board commends the Resolution set out at Item No. 7 of the notice for approval by the members.

## STATEMENT OF INFORMATION PURSUANT TO SCHEDULE V, PART- II OF THE COMPANIES ACT, 2013

### I. General Information:

- (1) Nature of industry: Manufacturing of Training Simulators and allied products including drone and anti drone solutions.
- (2) Date of commencement of commercial production: The Company is incorporated on 29<sup>th</sup> June 1993 and started commercial production in the same year.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

Financial performance	2019-20	2020-21	2021-22
Turnover (₹ in lakhs)	14,698.00	4,957.03	5,370.53
Net profit /(loss) as per profit and loss account (₹ in lakhs)	6,052.60	419.20	204.74
Amount of dividend paid (excluding dividend tax) (₹ in lakhs)	231.48	318.04	79.51
Rate of dividend declared	30%	40%	10%

- (5) Foreign investments or collaborators, if any: For details in relation to foreign investment in the Company, refer to the shareholding pattern of the Company available on the website of the Company & that of the Stock Exchanges on which the Shares of the Company are listed.

development of the present range of Simulators for the company in his role as Head, R&D Division.

**(2) Past remuneration:** ₹ 53.59 lakhs per annum

**(3) Recognition or awards:** NIL

**(4) Job profile and suitability:**

Mr. M Ravi Kumar is one of the first directors of the Company and has been Whole Time Director since incorporation and has played an important role in the growth of Zen Technologies Limited. He has over 30 years of experience in defence Industry.

### II. Information About the Appointee:

#### (1) Background details:

Mr. M Ravi Kumar, aged 61 years is a Diploma holder in Computer Applications. He worked in Bureau of Data Processing Services (BDPS), Nova Computers Private Limited and as Systems Director at the Institute of Engineers. He is an adept in Systems Programming, Systems Integration and Robotics. He is actively involved in the design and

### **(5) Remuneration proposed:**

As set out in the resolution for the item No. 7 of the Notice, the remuneration was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

**(6)** Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

Taking into consideration of the size of the Company, the profile of Mr. M Ravi Kumar and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other companies.

**(7)** Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. M Ravi Kumar is holding 7,90,000 equity shares of the Company. He's not related to any of the director or key managerial personnel of the company.

### **III. Other Information:**

**(1) Reasons of loss or inadequate profits:** Nil.

**(2) Steps taken or proposed to be taken for improvement:**

Delay in orders from the Govt. is the main cause of the low performance. We expect that orders will materialize during the current year. Additionally, the company is focusing on developing the export market to ensure continuous flow of orders.

**(3) Expected increase in productivity and profits in measurable terms**

It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

### **IV. Disclosures:**

All elements of remuneration package of the Directors have been given in the Report on Corporate Governance under the head Remuneration paid to Directors for the Financial Year 2021-2022.

### **Item Nos. 8 to 11:**

Members are hereby informed that in view of the notification of Securities And Exchange Board Of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (hereinafter referred as "**SBEBASE Regulations**"), w.e.f 13<sup>th</sup> August 2021 in supersession of SEBI (Share Based Employee Benefits) Regulations, 2014, the resolutions(s) passed by the board of directors of the company in their meeting held on 24<sup>th</sup> July 2021 and by the shareholders of the company in their annual general meeting held on 28<sup>th</sup> August 2021, inter-

alia to approve the Zen Technologies Limited Employee Stock Option Plan-2021 ("ZEN ESOS 2021"/ "Scheme") and to approve the grant of 40,00,000 (forty lakhs) employee stock options exercisable into 40,00,000 (forty lakhs) equity shares of face value Re. 1/- (rupee one) each under the said scheme, to and for the benefit of eligible persons of the company (including the present and future employees) is now being ratified in this forthcoming annual general meeting of the shareholders in consultation with and as per the advise of the regulatory authority(ies).

Employee Stock Option Scheme is an effective instrument in promoting the culture of employee ownership, creating long term wealth in their hands which also helps the Company to attract and motivate the best available talent in the competitive environment.

The Company is proposing to issue employee stock option under the Zen Technologies Limited Employee Stock Option Plan-2021 to motivate employees, who are consistently performing well, associated with the Company for a longer period, to provide ownership in the Company and to give them opportunity to participate and gain from the Company's performance, thereby, acting as a retention tool as well as to align the efforts of such talent towards long term value creation in the organization and to attract new talent.

With the above objective, the Board of Directors of the Company proposed "Zen Technologies Limited Employee Stock Option Plan-2021" ("**ZEN ESOS 2021**"/ "**Scheme**") to be implemented for the benefit of the Employees. The Scheme has been formulated in accordance with the SBEBASE Regulations. The terms and broad framework of the Scheme has been approved by the Board of Directors of the Company at their meeting held on July 24<sup>th</sup> 2021 and further amended in view of notification of SBEBASE Regulations at their meeting held on 06<sup>th</sup> September 2021.

The Board seeks approval of the shareholders in respect of the **ZEN ESOS 2021** and for grant of Stock Options to the eligible employees/ Directors of the Company and that of its subsidiaries, as may be decided by Board/NRC from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), the SBEBASE Regulations and other applicable laws and regulations.

The salient features, relevant disclosures and details of the Scheme are as follows:

#### **a. Brief Description of the Scheme:**

The Zen Technologies Limited Employee Stock Option Plan-2021 provides for grant of Employee Stock Options (ESOPs) to the eligible persons of the Company (including the present and future employees) a whether whole-time director or not, whether in India or abroad, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) and to the Employee(s) of any

existing and future subsidiary company(ies) of the Company and such other persons as may from time to time be eligible under applicable law(s) and as may be decided solely by the Board ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee of Directors which has been duly constituted by the Board and has been designated as the Compensation Committee pursuant to Regulation 5 of SBEBASE Regulations.)

- To motivate the Employees to contribute to the growth and profitability of the Company.
- To retain the Employees and reduce the attrition rate of the Company.
- To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long term interests of the Company.
- To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- To provide additional deferred rewards to Employees.

The maximum number of Equity Shares to be issued and allotted under the **ZEN ESOS 2021** shall be limited to 40,00,000 (Forty Lakhs).

The Nomination and Remuneration Committee of the Board of Directors ("Committee") shall act as Compensation Committee for the administration and superintendence of **ZEN ESOS 2021**. All questions on the interpretation of the **ZEN ESOS 2021** shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in **ZEN ESOS 2021**. ZEN ESOS 2021 shall be implemented through Trust Route.

#### **b. Total number of options to be granted**

The total number of employee stock options to be granted under **ZEN ESOS 2021** shall not exceed 40,00,000 (Forty Lakhs) options in one or more tranches, from time to time, exercisable into the equal number of Equity Shares of the Company.

Pursuant to SBEBASE Regulations, in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, subject to applicable law, in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of Stock Options and / or the Equity Shares to be allotted upon exercise of Options shall be reasonably adjusted as per the provisions of the Scheme and in case of subdivision or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the

same proportion as the present face value of Re.1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the eligible employees who have been granted Stock Options under the Scheme.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/termination of the employees or otherwise, Stock Options not vested due to non-fulfilment of the vesting conditions, Stock Options which the grantees expressly refuse to exercise, would be available for being re-granted at a future date. The Board/Committee is authorised to re-grant such lapsed/cancelled options as per the provisions of **ZEN ESOS 2021**.

#### **c. Identification of classes of employees entitled to participate in ESOS**

Following classes of employees shall be eligible to participate in the Scheme:

- i. Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
- ii. Director of the Company, whether a Whole Time Director or not; and
- iii. Permanent employees and Directors of the Subsidiaries of the Company, working with the respective subsidiary or on deputation with any other company.

Following persons are not entitled to participate in the Scheme:

- i. an employee who is a promoter or a person belonging to the promoter group; or
- ii. a Director who either himself/herself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Equity Shares of the Company; and
- iii. An Independent Director within the meaning of the Companies Act, 2013.

The identification and eligibility of the employees for the scheme shall be determined by the Nomination & Remuneration Committee based on the eligibility criteria as may be determined by the Board in compliance with the applicable laws.

#### **d. Requirements of vesting, period of vesting and maximum period within which the Options shall be vested**

The Options granted shall vest in accordance with the terms of each grant under the ZEN ESOS 2021, so long as an employee continues to be in the employment of the Company or the subsidiary company, if any, as the case may

be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting.

As per requirements of the SBEBASE Regulations, the gap between the date of grant and first date of vesting of options shall be minimum of 1 (One) year and it may extend upto maximum of 5 (five) years from the grant date, at the discretion of and in the manner prescribed by the Committee.

Subject to minimum vesting period, the vesting dates/vesting schedule in respect of the options granted under the ZEN ESOS 2021 shall be determined by the Committee and may vary from employee to employee or any class thereof and/ or in respect of the number or percentage of options to be vested.

#### **e. Maximum period within which the Options shall be vested**

Options granted under ZEN ESOS 2021 would vest in accordance with the terms of each grant, subject to maximum period of 5 (Five) years from the date of grant of such Options.

#### **f. Exercise price or pricing formula**

Subject to SBEBASE Regulations and other provisions of applicable law if any, the Nomination & Remuneration Committee shall determine the Exercise Price of the Options Granted under the Scheme, as it may deem appropriate in conformity with the applicable accounting policies, if any,

Provided that the exercise price per Option shall not be less than face value of equity shares and shall not exceed market price of the equity share of the Company as on date of grant of Option which may be decided by the Committee.

The Committee can vary the discount rates from Grantee to Grantee as per its discretion.

Market price in this context refers to the meaning assigned to it under the SBEBASE Regulations.

Exercise Price will be intimated to the Option Holder through the Grant Letter/Award Agreement. No amount shall be payable at the time of Grant of Options. The Exercise Price shall be subject to any fair and reasonable adjustments that may be made on account of Corporate Actions of the Company in order to comply with the SEBI Regulations.

#### **g. Exercise period and the process of exercise**

The exercise period may commence from the date of vesting and will expire on completion of 2 years from the date of vesting of options, or such other period as may be decided by the NRC at its sole discretion from time to time. If the Options are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the Option holder towards such lapsed Options.

The vested option shall be exercised when the Company receives the written notice of exercise of options in the manner and as per the prescribed format which is complete in all respects from the concerned option grantee (or his/her legal heir/ nominee in case of death of option grantee) entitled to exercise the options along with full payment of the exercise price for the equity shares underlying such vested options subject to payment/ recovery of applicable tax, if any. The vested options shall lapse if not exercised within the specified exercise period.

An employee may also opt for Cashless Exercise by making an application in such manner and on such format as may be prescribed by the Committee, from time to time, directing the Trust to sell the requisite number of Shares in lieu of Options exercised and crediting the sale proceeds after adjustment of Exercise Price, applicable income tax amounts and other amounts, if any, in accordance with the terms and conditions of the Scheme.

The option will lapse if not exercised within the exercise period, as specified. The option may also lapse under certain circumstances as determined by the NRC even before expiry of the specified exercise period.

#### **h. Appraisal process for determining eligibility of the employees**

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The employees would be granted Options under the ZEN ESOS 2021 based on various parameters such as performance rating, period of service, rank or designation, loyalty, present and potential contributions of the employee to the success of the company, and such other parameters as may be decided by the Committee in consultation with Board of Directors from time to time.

The Board or the nomination & Remuneration Committee may decide to extend the benefits of the ESOP Scheme to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

#### **i. Maximum number of Stock Options to be issued per employee and in aggregate**

The maximum number of Stock Options to be granted to any eligible employee shall be decided by the Board or Nomination & Remuneration Committee.

The maximum number of options that may be granted per employee and in aggregate shall vary depending upon the designation and the appraisal/ assessment process,

However, the number of Stock Options that may be granted to identified employees, under the Scheme during any particular financial year shall be less than 1% of the paid-up equity share capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/ re-organisation of capital structure or corporate actions of the Company from time to time).

The Board/Committee reserves the right to decide the number of options to be granted and the maximum number of options that can be granted to each employee within this ceiling.

**j. Maximum quantum of benefits to be provided per employee under the Scheme**

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.

**k. Lock-in period, if any**

The Shares transferred to the Grantees pursuant to exercise of Options will be subject to lock-in period from the date of exercise of options by the Grantee as the Committee may in its absolute discretion decide. The Committee may prescribe different lock in period for Grantee to Grantee as per its discretion

**l. Whether the ESOP Scheme is to be implemented and administered directly by the Company or through a trust**

The Company proposes to implement and administer the Scheme through Trust Route wherein the Trust shall acquire the Shares by:

- i. Direct allotment from the Company and/or
- ii. From secondary acquisition from the market

The Shares so acquired by the Trust will either be:

- i. transferred to the Grantees as and when the Options are exercised and/or
- ii. Will be sold by the Trust and the sale proceeds after adjustment of Exercise Price, applicable income tax amounts and other amounts, if any will be transferred to the Grantees in accordance with the terms and conditions of the Scheme.

The Scheme shall be administered by the Nomination and Remuneration Committee which shall delegate some or all of its power to the Trust or any other Committee or Persons for proper administration of the Scheme.

**m. Whether the ESOP Scheme involves issue of new Equity Shares by the Company or secondary acquisition or both**

The Scheme involves both i.e. new issue of Equity Shares by the Company and/or Secondary Acquisition of Equity Shares by the Trust.

**n. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.**

Amount of loan: Shall not exceed 5% of the aggregate paid up Equity Capital and Free Reserves of the Company or such other limits as may be prescribed under Companies (Share Capital and Debentures) Rules, 2014.

Tenure: Till the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier.

Utilization: For the objects of the Trust as mentioned in the Trust Deed including the implementation of the ZEN ESOS 2021 wherein it will acquire Equity Shares of the Company from the market.

Repayment Terms: The Trust shall repay the loan to the company by utilising the proceeds realised from Exercise of Options by the Employees and the accruals of the Trust at the time of termination of the Scheme or in such other permissible manner.

**o. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)**

The total number of Shares under secondary acquisition held by the Trust shall at no time exceed 5 (Five) percent of paid up equity capital as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such secondary acquisition.

Further, the secondary acquisition in a financial year by the Trust shall not exceed 2 (Two) percent of the Paid up Equity Capital as at the end of the previous financial year.

**p. Method of Stock Options' valuation**

The Company shall use the fair value method or such valuation method as may be prescribed from time to time in accordance with applicable laws for valuation of the Stock Options granted, to calculate the employee compensation cost (or)

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

**q. Accounting policies**

The Company shall follow the Guidance Note on accounting for employee share based payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SBEBASE Regulations.



**r. The conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct and the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.**

- i. The Options which get lapsed due to eligibility Criteria in any of the vesting, if any, will get lapsed from the hands of the Grantee.
- ii. In the event of the Option holder being found to be involved in fraud, misfeasance, gross negligence, breach of trust or like event(s) and in such an event(s) the rights under the Options (whether vested or not) shall lapse, forthwith, without any claim on, or recourse to the Company.
- iii. Further, in the event of cessation of employment due to resignation or termination (not due to misconduct or ethical/ compliance violations)
  - a) All unvested Options, on the date of cessation, shall expire and stand terminated with effect from that date unless otherwise determined by the Committee whose decision will be final and binding.
  - b) The Options which get lapsed due to eligibility Criteria in any of the vesting, if any, will get lapsed from the hands of the Grantee.

**s. Transferability of Stock Options**

The Stock Options granted to an eligible employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall vest in the legal heir(s) or nominee(s) of such Stock Option holder, in accordance with the provisions of the ESOP Scheme.

It is proposed to extend the benefits of the **“ZEN ESOS 2021”/ “Scheme”** to the eligible employees of any existing and future subsidiary company(ies) of the Company.

**“ZEN ESOS 2021”/ “Scheme”**, involves both i.e. new issue of Equity Shares by the Company and/or Secondary Acquisition of Equity Shares. Hence your Board contemplates to implement the **“ZEN ESOS 2021”/ “Scheme”**, through an Employee Welfare Trust (**“Trust”**) with a view to efficiently manage the scheme.

In light of above, your board recommends resolutions as set out in **Item No's 8 to 11** for approval of the members being sought for these resolutions by way of **Special Resolutions**.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent of their entitlements, if any, under the **ZEN ESOS 2021**.

**Item No. 12:**

In order to execute Zen Technologies Limited Employee Stock Option Plan-2021 through Trust Route, the company need to make provisioning of funds to the Trust so as to enable it to subscribe/acquire Shares of the Company. Accordingly, Item No. 12 which is proposed for approval of the Shareholders is set out in this Notice.

The disclosures as per Rule 16 of the Chapter IV of the Companies Act, 2013, are as under:

1. The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares	<p>The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares is as follow:</p> <ol style="list-style-type: none"> <li>a. A permanent Employee of the Company who has been working in India or outside India; or</li> <li>b. a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director and Non-Executive Director; or</li> <li>c. an Employee as defined in clause (a) or (b) of a Subsidiary, in India or outside India, or of a Holding Company of the Company</li> </ol> <p>But does not include:</p> <ol style="list-style-type: none"> <li>a. an Employee who is a Promoter or a person belonging to the Promoter Group; or</li> <li>b. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.</li> </ol>
2. The particulars of the Trustee or Employees in whose favor such Shares are to be registered	<p>Name of the Trustees:</p> <ol style="list-style-type: none"> <li>1. Ms. Sujana Baru</li> <li>2. Mr. Maddipatla Vijaya Rama Rao</li> <li>3. Mr. Gadde Vamsi Kumar</li> </ol>

3. Particulars of Trust	Name of the Trust: Zen Technologies Limited Employees Welfare Trust Address of the Trust: The Principal/Registered Office of the Trust will be located at B-42, Industrial Estate, Sanath Nagar, Hyderabad-500018, Telangana, India
4. Name, Address, Occupation and Nationality of Trustees	1. Name: Ms. Sujana Baru Address: 221/b, SR Nagar, Ameerpet, Hyderabad-500038, Telangana Occupation: Service Nationality: Indian  2. Name: Mr. Maddipatla Vijaya Rama Rao Address: Flat No. 301, Plot No. 450, Treasure Hill Apt, Road No. 2/3, Matrusri Nagar, Miyapur, Hyderabad-500049, Telangana Occupation: Service Nationality: Indian  3. Name: Mr. Gadde Vamsi Kumar Address: 2-3-364/1, Sainagar Colony Road No. 7, Reliance Tower, Nagole, LB Nagar, Rangareddi-500068, Telangana Occupation: Service Nationality: Indian
5. Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.	None
6. Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof.	The Key Managerial personnel and Directors are interested in the Zen Technologies Limited Employee Stock Option Plan-2021 only to the extent, to the Options that may be granted to them, if any, under the Scheme.
7. The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme	a) To motivate the Employees to contribute to the growth and profitability of the Company. b) To retain the Employees and reduce the attrition rate of the Company. c) To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long term interests of the Company. d) To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and e) To provide additional deferred rewards to Employees.
8. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised	The Trust would be considered as the registered Shareholder of the Company till the date of transfer of Shares to the Employees. However, the Trustees will not have any right to vote on the Equity Shares held by the Trust. Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.

In terms of the Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of Zen Technologies Limited Employee Stock Option Plan-2021. Therefore, your Directors recommend the Resolutions as set out at Item No. 12 for your approval by way of Special Resolution.

None of the Directors and any Relatives of such Director, Key Managerial Personnel is in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company. However, Directors / Key Managerial Personnel may be deemed as interested upto the amount of Options/ Shares that may be granted to them under the Zen Technologies Limited Employee Stock Option Plan-2021.

**Item No. 13:****To approve entering into transactions with Unistring Tech Solutions Private Limited (UTS) and authorize the Board to enter into agreement(s)/contract(s) with UTS**

Unistring Tech Solutions Private Limited (UTS) is the subsidiary company of Zen Technologies Limited (Zen) and Zen holds 51% of the paid up equity share capital of UTS and the balance 49% is held by the other promoters of UTS. UTS is a related party as per Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations").

UTS, established in 2007, is a company engaged in the business of development of electronic warfare (EW) solutions, advanced communication systems for defence, telemetry systems and Simulators for radar and EW system evaluation. The core focus of UTS has been in-house design and development of products in Electronic warfare systems, Communication systems, Telemetry Systems, Telecommand Systems, RADAR systems, Simulators (RADAR and EW), Anti-Drone Sub Systems for RF Detection, RF Jammers, UAV based COMINT & ELINT systems etc. Zen invested in UTS in the year 2019 as a means to source quality components / sub-components, products, etc., for its simulators. Out of the total transactions, purchase of quality products / components from UTS needed for the simulators, drone and anti-drone solutions and other related parts forms major part of the transactions with UTS.

The pricing of the components is competitive and are at an arm's length basis. The Audit Committee review all the transactions with the related parties on a quarterly basis and an independent third party review of all related party transactions is in place to ensure that all the transactions are at an arm's length basis.

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

Details of the proposed RPTs between Zen and UTS, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No	Description	Details of proposed RPTs between Zen and UTS
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Unistring Tech Solutions Private Limited (UTS), Subsidiary Company (51%)
b.	Type, material terms and particulars of the proposed RPTs.	i. Purchase, sale or supply of products, materials, equipment(s), goods, components or sub-components. ii. Availing or rendering of services, or iii. Any other transaction(s) for transfer of resources, services or obligations and other reimbursements or any other obligations including leasing of property.
c.	Tenure of the proposed transaction	Recurring Transactions every year commencing from financial year 2022-23
d.	Value of the proposed Transaction	Not exceeding ₹ 200 crores in a financial year
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	290% (approx.)

2.	Justification for the proposed RPTs.	<p>Zen invested in UTS in the year 2019 as a means to source quality components / sub-components, products, etc., for its simulators. Out of the total transactions, purchase of quality products / components from UTS needed for the simulators, drone and anti-drone solutions and other related parts forms major part of the transactions with UTS.</p> <p>This helps the Company achieve its commitments while sourcing quality products at market competitive rates.</p> <ul style="list-style-type: none"> <li>• Quality and Innovation: Backward integration and flexibility in blends provides assured quality and speed of innovation.</li> <li>• Competitive Pricing: Rates are competitive and at arm's length while providing the assurance of quality and sustainability.</li> <li>• Resilience backup: UTS also provides flexibility to our sourcing plans and works as resilience backup during supply volatility.</li> </ul>
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction.	Not applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p> <p>Valuation or other external report – Not applicable</p>
5.	Name of the Director or Key Managerial Personnel ("KMP") who is related, if any, and the nature of their relationship.	Ms. Shilpa Choudari, Whole-Time Director of the company is also appointed as the Nominee Director on the Board of UTS pursuant to the shareholders and share subscription agreement entered between Zen & UTS.
6.	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

In view of the aforementioned regulatory changes the Resolution No. 13 is placed for approval by the Members by way of an ordinary resolution to authorize the Board or Committee of the Board to enter into transactions with UTS upto ₹ 200 crores for each of the financial year commencing from 2022-23 onwards.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 13 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 13 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 13 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**Item No. 14:**  
**Appointment of Mr. Kishore Dutt Atluri as the Joint Managing Director and fixing remuneration**

A Post graduate in Computer Application from University of Hyderabad, Mr. Kishore Dutt Atluri started his career at Zenith Computers Limited in 1986 and worked on Unix and PC platforms for 2 ½ years. In 1989, he started his own firm and developed software solutions for a number of companies developing along the way mapping skills till he co-founded Zen in 1993.

Since the inception of Zen in 1993, Mr. Kishore Dutt Atluri has been responsible for designing and delivering state of the art training solutions and simulators to the end user. He has a deep insight into simulation with specific knowledge about the defense and the homeland security. Under his guidance, Zen has grown manifold to become one of the prime contractors to the Indian Army. He has over 21 patents in his name and he is also in-charge of all marketing activities at Zen, both domestically and internationally.

The Board of Directors at its meeting held on 30<sup>th</sup> July 2022, after considering the recommendation of Nomination and Remuneration Committee, and subject to the approval of shareholders has approved and appointed, Mr. Kishore Dutt Atluri as an Additional Director [Category – Managing Director] of the Company, liable to retire by rotation, to hold the office till the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company on the terms and conditions as set out in the resolution at Item No. 14.

Mr. Kishore Dutt Atluri is the brother of Mr. Ashok Atluri, Chairman and Managing Director of the company. Other

details of Mr. Kishore Dutt Atluri are provided in ‘Annexure-A’ to the Notice.

The said appointment and remuneration are within the stipulations of Section 196, 197, 198 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time. After taking into consideration the duties and responsibilities of the Managing Director, the prevailing managerial remuneration in industry and on the recommendations of the Nomination and Remuneration Committee, the Board at their meeting held on 30<sup>th</sup> July 2022 approved the remuneration, terms and conditions of the appointment of Mr. Kishore Dutt Atluri, subject to approval of the shareholders.

Notwithstanding anything contained contrary to herein, above in case, in any financial year during the tenure of Mr. Kishore Dutt Atluri, the Company has either no profits or its profits are inadequate, the remuneration as specified in the resolution will be paid as minimum remuneration to Mr. Kishore Dutt Atluri.

As required by the Companies Act, 2013, approval of the members is being sought, for the appointment and remuneration of Mr. Kishore Dutt Atluri as the Joint Managing Director.

Except Mr. Kishore Dutt Atluri being the appointee and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Resolution set out at Item No. 14 of the notice for approval by the members.

**STATEMENT OF INFORMATION PURSUANT TO SCHEDULE V, PART- II OF THE COMPANIES ACT, 2013**

**I. General Information:**

- (1) Nature of industry: Manufacturing of Training Simulators and allied products including drone and anti-drone solutions.
- (2) Date of commencement of commercial production: The Company is incorporated on 29<sup>th</sup> June 1993 and started commercial production in the same year.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

<b>Financial performance</b>	<b>2019-20</b>	<b>2020-21</b>	<b>2021-22</b>
Turnover (₹ in lakhs)	14,698.00	4,957.03	5,370.53
Net profit /(loss) as per profit and loss account (₹ in lakhs)	6,052.60	419.20	204.74
Amount of dividend paid (excluding dividend tax) (₹ in lakhs)	231.48	318.04	79.51
Rate of dividend declared	30%	40%	10%

(5) Foreign investments or collaborators, if any: For details in relation to foreign investment in the Company, refer to the shareholding pattern of the Company available on the website of the Company & that of the Stock Exchanges on which the Shares of the Company are listed.

## II. Information About the Appointee:

### (1) Background details:

A Post graduate in Computer Application from University of Hyderabad, Mr. Kishore Dutt Atluri started his career at Zenith Computers Limited in 1986 and worked on Unix and PC platforms for 2 ½ years. In 1989, he started his own firm and developed software solutions for a number of companies developing along the way mapping skills till he co-founded Zen in 1993.

Since the inception of Zen in 1993, Mr. Kishore Dutt Atluri has been responsible for designing and delivering state of the art training solutions and simulators to the end user. He has a deep insight into simulation with specific knowledge about the defense and the homeland security. Under his guidance, Zen has grown manifold to become one of the prime contractors to the Indian Army. He has over 21 patents in his name and he is also in-charge of all marketing activities at Zen, both domestically and internationally.

(2) **Past remuneration:** ₹ 66.33 lakhs per annum (In the capacity as the President of the company)

(3) **Recognition or awards:** NIL

### (4) Job profile and suitability:

Mr. Kishore Dutt Atluri is the brain behind Zen's range of products, including Small Arms Training Simulator, Advanced Weapons Simulator, Driving Training Simulator, 81mm Mortar Simulator, BMP II Integrated Missile Simulator, Mining Equipment Training, Simulator, which cater to the needs of Police Forces, Central Police Organization, Civilian and Miners. He excels in conceiving the product and ensures the simulator is close to reality physically as well as functionally. He also directs the software department towards product realization in time.

Mr. Kishore has been a member of the Confederation of Indian Industry (CII), Defence delegation to International forum. He has also participated in a number of Defence Seminars organized by Federation of Indian Chambers of Commerce and Industry (FICCI) and CII.

### (5) Remuneration proposed:

As set out in the resolution for the item No. 14 of the Notice, the remuneration was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

Taking into consideration of the size of the Company, the profile of Mr. Kishore Dutt Atluri and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Kishore Dutt Atluri is holding 1,57,56,220 equity shares of the Company. Mr. Kishore Dutt Atluri is the brother of Mr. Ashok Atluri, Chairman and Managing Director of the company.

## III. Other Information:

(1) **Reasons of loss or inadequate profits:** Nil.

### (2) Steps taken or proposed to be taken for improvement:

Delay in orders from the Govt. is the main cause of the low performance. We expect that orders will materialize during the current year. Additionally, the company is focusing on developing the export market to ensure continuous flow of orders.

### (3) Expected increase in productivity and profits in measurable terms:

It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

## IV. Disclosures:

All elements of remuneration package of the Directors have been given in the Report on Corporate Governance under the head Remuneration paid to Directors for the Financial Year 2021-2022.

### Item No. 15:

#### Payment of Commission to Non-Executive Directors of the Company for a period of five (5) years

Several changes have been brought in by Regulatory Authorities to ensure good Corporate Governance, in the interest of Investors and other Stakeholders, by making Independent Directors and Non-Executive Directors responsible for Compliance of good Corporate Governance by the Company. As a result, the responsibilities of the Independent Directors and Non-Executive Directors increasing manifold requiring them to not only keeping themselves abreast of the ever changing Company law and other statutory requirements to be followed by the Company. These Directors are required to devote significant time and energy to study, understand and pursue companies for implementation of these regulations strictly.

The Board, therefore, considers that it is necessary to compensate the Independent Directors and Non-Executive Directors for their time and efforts for formulating the policies and implementing at the board level in accordance with

practices of good Corporate Governance. The limit of commission payable to Non-Executive Directors is retained at 1% with a proposal to pay a commission of maximum ₹ 10.00 Crore during any financial year and for a period of five (5) years with effect from FY 2022-23 and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.

In view of the above, the Resolution No. 15 is placed for approval by the Members by way of a special resolution to authorize the Board or Committee of the Board to pay commission to Non-Executive Directors for a period of five (5) years commencing from FY 2022-23 onwards.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution set forth at **Item No. 15** of the Notice for approval by the Members.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 15 of the Notice.

By Order of the Board  
For **Zen Technologies Limited**

**Registered Office:**

B-42, Industrial Estate  
Sanathnagar, Hyderabad-500018, Telangana, INDIA  
CIN: L72200TG1993PLC015939  
Phone: +91 40 23813281, 23812894  
Fax: +91 40 23813694  
Email id: [info@zentechnologies.com](mailto:info@zentechnologies.com)  
Website: [www.zentechnologies.com](http://www.zentechnologies.com)

**Place:** Hyderabad

**Date:** 06<sup>th</sup> September 2022

**Hansraj Singh Rajput**

Company Secretary

M. No. F11438

# Annexure A

## Details of Directors seeking appointment /re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2)

Name of the Director	Ms. Shilpa Choudari (DIN: 06646539)	Dr. Ajay Kumar Singh (DIN: 08532830)	Mr. M Ravi Kumar (DIN: 00089921)	Mr. Kishore Dutt Atluri (DIN: 09691242)
Date of Birth / Age	16 <sup>th</sup> April 1981	04 <sup>th</sup> August 1976	12 <sup>th</sup> August 1961	01 <sup>st</sup> March 1962
Date of first appointment on the Board	01 <sup>st</sup> November 2020	02 <sup>nd</sup> November 2019	29 <sup>th</sup> June 2008	01 <sup>st</sup> August 2022
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Ms. Shilpa Choudari is the Spouse of Mr. Ashok Atluri (Chairman and Managing Director of the company)	Not inter-se related to any other Director, or Key Managerial Personnel. The Company does not have a Manager.	Not inter-se related to any other Director, or Key Managerial Personnel. The Company does not have a Manager.	Mr. Kishore Dutt Atluri is the brother of Mr. Ashok Atluri (Chairman and Managing Director of the company)
Number of meetings of the Board of Directors attended during the F.Y. 2021-22	7/7	7/7	6/7	Not Applicable
@Other Directorships held as on 31 <sup>st</sup> March 2022	1. Anvizen Consultants Private Limited 2. Vensam Infrastructure (India) Pvt Ltd 3. Unistring Tech Solutions Private Limited	Innexico Technology Private Limited	Zen Medical Technologies Private Limited	Nil
Name of listed entities from which the person has resigned in the past three years (excluding foreign Companies)	Nil	Nil	Nil	Nil
Chairman/ Member of the Committee of the Board of Directors	Nil	Member of Audit, Nomination and Remuneration & Risk Management Committees	Member of Corporate Social Responsibility and Risk Management Committees	Nil
a) Audit Committee	Nil	Nil	Nil	Nil
b) Stakeholders' Relationship Committee	Nil	Nil	Nil	Nil
c) Nomination and Remuneration Committee	Nil	Nil	Nil	Nil



Experience/ Expertise in specific functional areas/ Brief resume of the Director	<p>Ms. Shilpa Choudari has Bachelors Degree of Technology from JNTU and a Master's degree from Badruka Institute of Foreign Trade with specialisation in Finance and Foreign Trade. She later joined HDFC Bank as a Personal Banker where she worked for a year.</p> <p>Ms. Shilpa Choudari also worked as Research Associate and AGM Sales and Marketing for Zen Technologies Limited from 2009 to 2015 and hence has deep knowledge of Zen's products, processes and work culture. Before joining Zen Technologies Limited, Shilpa worked for ICFAI Research Centre from 2007 to 2009 wherein she published many articles in over 10 books on different subjects. She is also a director at Anvizen Consultants Private Limited which are into AI powered video surveillance solutions.</p>	<p>A recipient of prestigious "The Rashtrapati Rovers Award" in the year 2000, Dr. Singh has joined Indian School of Business (ISB) in the year 2007 and at presently working in Centre for Executive Education at Indian School of Business-Hyderabad. His expertise lies in the area of social marketing. He applies his research in this area to address social entrepreneur, branding, advertising, customer relationship management and customer centricity. In his previous stint, He has worked with J P Associates (P) Ltd. Crompton Greaves Limited, SIVA Institute and Apeejay School of Marketing. He holds extensive years of experience across different functionalities, ranging from leadership role, with experience in program planning and design, implementation, teaching, monitoring and evaluation, business development to consulting. Dr. Singh has received Grant £4,000 for sponsorship study "Review of social marketing activity in India form 2000-2008" by Dr. Jeff French-Director, National Social Marketing Centre, London, UK. He has designed Mid- Career Training Programmes for The Ministry of External Affairs-Senior Indian Foreign Service Officer, the Ministry of Home -Senior IPS Officers, The Ministry of Finance-Senior IRS Custom &amp; Excise Officers, the Ministry of Indian Railways (Senior Officers - IRAS, IRPS, IRTS, IRSE, IRSEE, IRSSE, IRSME, RPF and IRMS) to name a few.</p>	<p>He has over 30 years of experience in the defence industry. He is basically an adept in Systems Programming and Robotics. He is actively involved in the design and development of the present range of simulators for the company in his role as Head, R&amp;D Division.</p>	<p>Since the inception of Zen in 1993, Mr. Kishore Dutt Atluri has been responsible for designing and delivering state of the art training solutions and simulators to the end user. He has a deep insight into simulation with specific knowledge about the defense and the homeland security. Under his guidance, Zen has grown manifold to become one of the prime contractors to the Indian Army. He has over 21 patents in his name and he is also in-charge of all marketing activities at Zen, both domestically and internationally.</p>
Number of shares held in the Company as on 31 <sup>st</sup> March 2022	Nil	Nil	7,90,000 equity shares	1,57,56,220 equity shares

He is the brain behind Zen's range of products, including Small Arms Training Simulator, Advanced Weapons Simulator, Driving Training Simulator, 81mm Mortar Simulator, BMP II Integrated Missile Simulator, Mining Equipment Training Simulator, which cater to the needs of Police Forces, Central Police Organization, Civilian and Miners. He excels in conceiving the product and ensures the simulator is close to reality physically as well as functionally. He also directs the software department towards product realization in time.

Mr. Kishore has been a member of the Confederation of Indian Industry (CII), Defence delegation to International forum. He has also participated in a number of Defence Seminars organized by Federation of Indian Chambers of Commerce and Industry (FICCI) and CII.

Note: @ - This does not include position in foreign companies, position as an advisory board member and position in companies under section 8 of Companies Act, 2013.