

THE DISCLOSURES PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 ARE DETAILED UNDER: FOR THE FY 2024-25:

Sl. No.	Particulars	Status of compliance
1.	The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is/are in compliance with the regulations.	The scheme is in compliance with SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021.
2.	Further, the following details, inter alia, shall be disclosed on the company's website and a web-link thereto shall be provided in the report of the Board of Directors.	https://www.zentechologies.com/investor-information
A.	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.	Disclosed in Note No. 45 to Standalone Financial Statements of the Company for the year ended March 31, 2025, page no. 184 of 32 nd Annual Report of the Company.
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.	Refer to page nos. 139 and 200 of the 32 nd Annual Report for disclosure of Diluted EPS at standalone and consolidated levels.
C.	Details related to Employees Stock Option Scheme (ESOS) Zen Technologies Limited Employees Stock option Plan – 2021 ("ZEN ESOS 2021" / "Scheme")	
(i)	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –	
	(a) Date of shareholders' approval	August 28, 2021
	(b) Total number of options approved under ESOS	40,00,000
	(c) Vesting requirements	ESOPs granted under this Plan would Vest not earlier than minimum Vesting Period of 1 (One) year or such other period as may be prescribed under applicable laws and not later than maximum Vesting Period of 5 (Five) years from the date of Grant of such ESOPs.
	(d) Exercise price or pricing formula	The Exercise Price shall be determined by the Compensation Committee which shall not be less than the face value of the Shares and not higher than the prevailing Market Price (on Stock Exchange with highest volume) of the Shares of the Company as on the Grant Date as discounted by such percentage as may be determined by the Committee in its absolute discretion.
	(e) Maximum term of options granted	5 (Five) years from the date of the Grant
	(f) Source of shares (primary, secondary or combination)	Secondary
	(g) Variation in terms of options	Not Applicable
(ii)	Method used to account for ESOS - Intrinsic or fair value.	Fair Value Method
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, 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 of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable
(iv)	Option movement during the year (for each ESOS):	

Sl. No.	Particulars	Details						
	Number of options outstanding at the beginning of the period	36,16,600						
	Number of options granted during the year	1,99,500						
	Number of options forfeited/lapsed during the year*	1,000						
	Number of options vested during the year	20,910						
	Number of options exercised during the year	1,21,800						
	Number of shares arising as a result of exercise of options	NIL						
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	NIL						
	Loan repaid by the Trust during the year from exercise price received	Rs.299.89 Lakhs						
	Number of options outstanding at the end of the year	35,18,100						
	Number of options exercisable at the end of the year	20,910						
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Rs.100						
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -							
	(a) senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;	<table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>No. of Unvested Options</th> </tr> </thead> <tbody> <tr> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> </tbody> </table>	Name	Designation	No. of Unvested Options	NIL	NIL	NIL
Name	Designation	No. of Unvested Options						
NIL	NIL	NIL						
	(b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	NIL						
	(c) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	NIL						
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	NIL						
	(a) i). the weighted-average values of share price,	Rs.939.00 to Rs.1249.90						
	ii). exercise price,	Rs.100						
	iii). expected volatility,	39.98%						
	iv). expected option life,	1-5 Years						
	v). expected dividends	Rs.1						
	vi). the risk-free interest rate and	7.21%						
	vii). any other inputs to the model;	NA						
	(b) the method used and the assumptions made to incorporate the effects of expected early exercise;	NIL						
	(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The scheme was drawn up in accordance with the then guidelines of SEBI as such this assumption was not applicable						
	(d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	The scheme was drawn up in accordance with the then guidelines of SEBI as such this assumption was not applicable						

Sl. No.	Particulars	Details
D.	Details related to Zen ESOP Trust for the 2025 Scheme	
(i)	General information on schemes	
1.	Name of the Trust	Zen Technologies Employees Welfare Trust
2.	Details of the Trustee(s)	Sujana, Vamsi, Vijaya Rama Rao
3.	Amount of loan disbursed by company/any company in the group, during the year	NIL
4.	Amount of loan outstanding (repayable to company/ any company in the group) as at the end of the year	Rs.969.63 Lakhs
5.	Amount of loan, if any, taken from any other source for which company/any company in the group has provided any security or guarantee	NIL
6.	Any other contribution made to the Trust during the year	NIL
(ii)	Brief details of transactions in shares by the Trust	
	Number of shares held at the beginning of the year;	5,17,710
	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid-up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share;	NIL
	Number of shares transferred to the employees/ sold along with the purpose thereof;	1,21,800
	Number of shares held at the end of the year.	3,95,910
(iii)	In case of secondary acquisition of shares by the Trust	
	Number of shares	
	Held at the beginning of the year	NIL
	Acquired during the year	NIL
	Sold during the year	NIL
	Transferred to the employees during the year	NIL
	Held at the end of the year (31.03.2025)	NIL

For and on behalf of the Board

Place: Hyderabad
Date: May 17, 2025

Ashok Atluri
 Chairman and Managing Director
 DIN: 00056050