



ZEN TECHNOLOGIES LIMITED

Certified ISO 9001:2015, ISO 27001:2013, ISO 14001:2015
Regd. Office : B-42, Industrial Estate, Sanathnagar
 Hyderabad – 500 018, Telangana, India
 Phone: +91 40 23813281, 23811205, 23811206
 Fax No: +91 40 23813694, 23814894
 Email: info@zentechnologies.com Website: www.zen.in
 Corporate Identity Number : L72200TG1993PLC015939

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Zen Technologies Limited**
2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Ashok Atluri	00056050	ADQP A7751H	C,ED	CEO-MD	01-Oct-2017		18	1	2	0	AC,SC,RC	
Mr.	Ravi Kumar Midathala	00089921	ADDP M3329E	ED		29-Jun-2016		33	1	0	0	RMC	
Mr.	Venkat Samir Kumar Oruganti	06699271	AA DP O9337K	ID		14-Aug-2018		7	1	1	1	AC,SC,NRC	
Ms.	Sridevi Madati	02446610	AHZPA 3816A	ID		29-May-2017		22	1	2	0	AC,SC,NRC	
Mr.	Amreek Singh Sandhu	08064880	ABZPS 5967N	ID		03-Feb-2018		14	1	0	1	AC,NRC	

Company Remarks	The Board of Directors of the Company appointed Dr. R. K. Tyagi (DIN: 01509031, PAN: ABCPT5177A) as Independent Director of the Company with effect from 01 April 2019.
Whether Permanent chairperson appointed	Yes

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ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashok Atluri	C,ED	Member	19-Oct-2013	
2	Sridevi Madati	ID	Member	29-May-2017	
3	Venkat Samir Kumar Oruganti	ID	Member	14-Aug-2015	
4	Amreek Singh Sandhu	ID	Chairperson	03-Feb-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashok Atluri	C,ED	Member	28-Oct-2005	
2	Sridevi Madati	ID	Member	05-Feb-2014	
3	Venkat Samir Kumar Oruganti	ID	Chairperson	24-Aug-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

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d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sridevi Madati	ID	Member	05-Feb-2014	
2	Amreek Singh Sandhu	ID	Member	03-Feb-2018	
3	Venkat Samir Kumar Orugnati	ID	Chairperson	14-Aug-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
27-Dec-2018	28-Jan-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	31

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	10-Nov-2018	28-Jan-2019	4	Yes
Nomination & Remuneration Committee		28-Jan-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	78

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v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : M Satish Choudhury
Designation : Company Secretary & Compliance Officer

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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.zentechnologies.co
Terms and conditions of appointment of	Yes		www.zentechnologies.co
Composition of various committees of	Yes		www.zentechnologies.co
Code of conduct of board of directors and	Yes		www.zentechnologies.co
Details of establishment of vigil mechanism/	Yes		www.zentechnologies.co
Criteria of making payments to non-	Not		
Policy on dealing with related party	Yes		www.zentechnologies.co
Policy for determining 'material' subsidiaries	Yes		www.zentechnologies.co
Details of familiarization programs imparted	Yes		www.zentechnologies.co
Contact information of the designated officials of the listed	Yes		www.zentechnologies.co
email address for grievance redressal and	Yes		www.zentechnologies.co
Financial results	Yes		www.zentechnologies.co
Shareholding pattern	Yes		www.zentechnologies.co
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	

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Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6),(7) &	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : M. Satish Choudhury
Designation : Company Secretary & Compliance Officer

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