# Integrated Governance

## ZEN TECHNOLOGIES LIMITED

### General information about company

| | | |
|---|---|---|
| Scrip code | 533339 | |
| NSE Symbol | ZENTEC | |
| MSEI Symbol | NOTLISTED | |
| ISIN | INE251B01027 | |
| Date of start of financial year | 01-04-2026 | |
| Date of end of financial year | 31-03-2027 | |
| Reporting Quarter Type | Half Yearly | |
| Date of Quarter Ending | 30-09-2026 | |
| Type of company | Equity | |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | Yes | |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | Yes | |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | No | Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of shares or Voting Rights in Unlisted Companies is not applicable to the company during the reporting quarter, as there were no Acquisitions happened during the reporting quarter. |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | No | Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is not applicable to the company during the reporting quarter, as there were no Fine or Penalty imposed during the reporting quarter. |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | Yes | |
| Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity? | No | Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure of Loans/ Guarantees/Comfort Letters/ Securities Etc. is not applicable to the company during the reporting quarter, as there were no of Loans/ Guarantees/Comfort Letters/ Securities etc. |
| Risk management committee | Yes | |
| Market Capitalisation as per immediate previous Financial Year | Top 500 listed entities | |
| Is SCORE ID Available ? | Yes | |
| SCORE Registration ID | z00039 | |
| Reason For No SCORE ID | | |
| Type of Submission | Original | |
| Remarks (website dissemination) | | |

# Annexure I

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

| | |
|---|---|
| Disclosure of notes on composition of board of directors explanatory | |
| Whether the listed entity has a Regular Chairperson | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

| Sr no. | Title(Mr/Ms) | Name of the Director | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Whether the director is disqualified? | Disqualification of Directors under section 164 of the Companies Act, 2013: Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director(in months) | No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of pos of Chairperso in Audit/ Stakehold Committe held in listed entities including this listed entity (Ref Regulatio 26(1) of Listing Regulation |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Mr | ASHOK ATLURI | 00056050 | Executive Director | Chairperson related to Promoter | MD | No | | | | Active | NA | | 01-11-1994 | 01-05-2026 | | | 1 | 0 | 3 | 0 |
| 2 | Mr | KISHORE DUTT ATLURI | 09691242 | Executive Director | Not Applicable | MD | No | | | | Active | NA | | 01-08-2022 | 01-05-2026 | | | 1 | 0 | 0 | 0 |
| 3 | Mrs | SHILPA CHOUDARI | 06646539 | Executive Director | Not Applicable | | No | | | | Active | NA | | 01-11-2020 | 01-11-2023 | | | 1 | 0 | 0 | 0 |
| 4 | Mr | SANJAY VIJAY SINGH JESRANI | 02306916 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | NA | | 27-01-2024 | 27-01-2024 | | 32 | 2 | 2 | 4 | 2 |
| 5 | Ms | SIRISHA CHINTAPALLI | 08407008 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | NA | | 08-08-2020 | 08-08-2023 | 08-08-2026 | 73 | 2 | 2 | 4 | 2 |
| 6 | Mr | DURGA PRASAD KODE | 07946821 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | NA | | 28-03-2025 | 28-03-2025 | | 18 | 3 | 3 | 5 | 3 |
| 7 | Mr | JASTHI KRISHNA KISHORE | 08001625 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | NA | | 25-07-2026 | 25-07-2026 | | 3 | 3 | 3 | 3 | 0 |
| 8 | Ms | UMA PRIYADARSHINI KOLLAREDDY | 02736184 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | NA | | 04-08-2026 | 04-08-2026 | | 2 | 2 | 1 | 2 | 1 |

## Annexure I

| II. Composition of Committees | |
|---|---|
| Disclosure of notes on composition of committees explanatory | |

## Audit Committee Details

| Whether the Audit Committee has a Regular Chairperson | | | | | | Yes | |
|---|---|---|---|---|---|---|---|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 02306916 | SANJAY VIJAY SINGH JESRANI | Non-Executive - Independent Director | Chairperson | 27-01-2024 | | |
| 2 | 00056050 | ASHOK ATLURI | Executive Director | Member | 19-10-2013 | | |
| 3 | 07946821 | DURGA PRASAD KODE | Non-Executive - Independent Director | Member | 26-07-2025 | | |
| 4 | 08001625 | JASTHI KRISHNA KISHORE | Non-Executive - Independent Director | Member | 04-08-2026 | | |

## Nomination and remuneration committee

| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | | Yes | |
|---|---|---|---|---|---|---|---|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 02306916 | SANJAY VIJAY SINGH JESRANI | Non-Executive - Independent Director | Chairperson | 27-01-2024 | | |
| 2 | 07946821 | DURGA PRASAD KODE | Non-Executive - Independent Director | Member | 25-10-2025 | | |
| 3 | 08001625 | JASTHI KRISHNA KISHORE | Non-Executive - Independent Director | Member | 04-08-2026 | | |
| 4 | 08407008 | SIRISHA CHINTAPALLI | Non-Executive - Independent Director | Member | 01-03-2025 | 08-08-2026 | Textual Information(1) |

**Text Block**

| | |
|---|---|
| Textual Information(1) | Tenure Completion |

## Stakeholders Relationship Committee

| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | | Yes | |
|---|---|---|---|---|---|---|---|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 02736184 | UMA PRIYADARSHINI KOLLAREDDY | Non-Executive - Independent Director | Chairperson | 04-08-2026 | | |
| 2 | 00056050 | ASHOK ATLURI | Executive Director | Member | 28-10-2005 | | |
| 3 | 02306916 | SANJAY VIJAY SINGH JESRANI | Non-Executive - Independent Director | Member | 27-01-2024 | | |
| 4 | 08407008 | SIRISHA CHINTAPALLI | Non-Executive - Independent Director | Member | 14-08-2021 | 08-08-2026 | Textual Information(1) |

**Text Block**

| | |
|---|---|
| Textual Information(1) | Ms. Sirisha Chintapalli ceased to be the Chairperson of the Stakeholders Relationship Committee with effect from 04.08.2026 and continued as a member of the Committee until 08.08.2026, when she ceased to be a Director of the Company upon completion of her tenure. |

## Risk Management Committee

| Whether the Risk Management Committee has a Regular Chairperson | | | | | | Yes | |
|---|---|---|---|---|---|---|---|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 02306916 | SANJAY VIJAY SINGH JESRANI | Non-Executive - Independent Director | Chairperson | 27-01-2024 | | |
| 2 | 00056050 | ASHOK ATLURI | Executive Director | Member | 09-02-2015 | | |
| 3 | 09691242 | KISHORE DUTT ATLURI | Executive Director | Member | 01-03-2025 | | |

## Corporate Social Responsibility Committee

| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | | Yes | |
|---|---|---|---|---|---|---|---|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 02736184 | UMA PRIYADARSHINI KOLLAREDDY | Non-Executive - Independent Director | Chairperson | 04-08-2026 | | |
| 2 | 00056050 | ASHOK ATLURI | Executive Director | Member | 24-05-2014 | | |
| 3 | 06646539 | SHILPA CHOUDARI | Executive Director | Member | 01-03-2025 | | |
| 4 | 08407008 | SIRISHA CHINTAPALLI | Non-Executive - Independent Director | Member | 01-03-2025 | 08-08-2026 | Textual Information(1) |

**Text Block**

| | |
|---|---|
| Textual Information(1) | Ms. Sirisha Chintapalli ceased to be the Chairperson of the Corporate Social Responsibility Committee with effect from 04.08.2026 and continued as a member of the Committee until 08.08.2026, when she ceased to be a Director of the Company upon completion of her tenure. |

## Other Committee

| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
|---|---|---|---|---|---|---|
| No records available | | | | | | |

## Annexure I

| III. Meeting of Board of Directors | | | | | | | |
|---|---|---|---|---|---|---|---|
| Disclosure of notes on meeting of board of directors explanatory | | | | | | | |
| Sr | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present*(All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 01-05-2026 | | | Yes | 6 | 6 | 3 |
| 2 | 25-07-2026 | 84 | | Yes | 7 | 7 | 4 |

## Annexure I

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reson for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Audit Committee | 01-05-2026 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 25-07-2026 | 84 | | | Yes | 3 | 3 | 2 | 0 |
| 3 | Nomination and remuneration committee | 01-05-2026 | | | | Yes | 3 | 3 | 3 | 0 |
| 4 | Nomination and remuneration committee | 25-07-2026 | 84 | | | Yes | 3 | 3 | 3 | 0 |
| 5 | Risk Management Committee | 31-01-2026 | | | | Yes | 3 | 3 | 1 | 0 |
| 6 | Risk Management Committee | 25-07-2026 | 174 | | | Yes | 3 | 3 | 1 | 0 |

## Annexure I

| V. Affirmations | | |
|---|---|---|
| Sr | Subject | Compliance status (Yes/No) |
| 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 |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities) | Yes |
| 6 | 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 |
| 7 | 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 |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | true |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | |

**Annexure I**

| Sr | Subject | Compliance status |
|---|---|---|
| 1 | Name of signatory | Sourav Dhar |
| 2 | Designation | Company Secretary and Compliance Officer |

## Details of Cyber security incidence

| | | |
|---|---|---|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | No |
| Other details of cyber security incidence or breaches or loss of data event | | |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | |
| Sr. | Date of the event | Brief details of the event |
| No records available | | |

## Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

| III. Affirmations | | | | |
|---|---|---|---|---|
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is 'No' details of non-compliance may be given here. |
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report | 24A(1) | Yes | |
| 6 | Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report | 24A(1A), 24A(1B), 24A(1C) | Yes | |
| 7 | Submission of Annual Secretarial Compliance Report | 24A(2) | Yes | |
| 8 | Whether 'Corporate Governance Report' disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | |

## Annexure III

| | | |
|---|---|---|
| 1 | Name of signatory | Sourav Dhar |
| 2 | Designation | Company Secretary and Compliance Officer |

## Signatory Details

| | |
|---|---|
| Name of signatory | SOURAV DHAR |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Hyderabad |
| Date | 27-10-2026 |

## Investor Grievance Details

| | |
|---|---|
| No. of investor complaints pending at the beginning of Quarter | 0 |
| No. of investor complaints received during the Quarter | 0 |
| No. of investor complaints disposed off during the Quarter | 0 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

| Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies | | | | | |
|---|---|---|---|---|---|
| Sr.No. | Name of the unlisted company in which shares or voting rights have been acquired | Date of acquisition | Aggregate holding (% shares or voting rights) as at the end of the previous quarter | % shares or voting rights acquired during the quarter | Aggregate holding (% shares or voting rights) as at the end of the quarter |
| No records available | | | | | |

**Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:**

| Any Other Information for Disclosure of Imposition of Fine or Penalty | | | | | |
|---|---|---|---|---|---|
| Sr.No. | Name of the authority | Nature and details of the action(s) taken or order(s) passed | Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority | Details of the violation(s)/ contravention(s) committed or alleged to be committed | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible |
| No records available | | | | | |

**Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:**

| Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes | | | | |
|---|---|---|---|---|
| Sr.No. | Name of the opposing party | Date of initiation of the litigation / dispute | Status of the litigation / dispute as per last disclosure | Current status of the litigation / dispute |
| 1 | Income Tax Appelate Tribunal | 24-10-2019 | Loss for AY 2014-15, amounting to Rs. 574.85 lakhs not allowed to be carried forward. Appeal has been pending with the Telangana High Court, Tribunal bench - appeal aggrieved by the impugned order of the Honourable ITAT A Bench Hyderabad bearing ITA No 1876/Hyd/2019 for AY 201415 dated 20/09/2021. | Appeal has been pending with the Telangana High Court, Tribunal bench. |
| 2 | Assessing officer | 27-12-2019 | A.Y: 2017-18: The The Assistant Commissioner of Income Tax (Assessing officer) issued a Best Judgment Order u/s 144 on 27-12-2019 , raising a demand of ?1.60 lakh. And the Appeal was filed to The Commissioner of Income Tax (CIT Appeals) in form 35 vide ack.no: 295323751240120 dated 24-01-2020. for the same communication window with CIT(A) was enabled on 04-Nov-2022 and the latest hearing notice U/s 250 issued on 05-12-2024 and response submitted on 17-12-2024 and appeal is still under process and the demand amount was adjusted from the refund of AY 2021-22. | The Appeal was filed to The Commissioner of Income Tax (CIT Appeals) in form 35 vide ack.no: 295323751240120 dated 24-01-2020. for the same communication window with CIT(A) was enabled on 04-Nov-2022 and the latest hearing notice U/s 250 issued on 05-12-2024 and response submitted on 17-12-2024 and appeal is still under process the demand amount was adjusted from the refund of AY 2021-22. |
| 3 | Assessing officer | 17-02-2022 | A.Y: 2018-19 : The AO issued The penalty order dated 17-02-2022 . A penalty of 200% amounting to Rs. 54.04 lakhs along with interest of Rs. 2.70 lakhs was imposed, resulting in a total liability of Rs. 56.74 lakhs on account of disallowance of R&D expenditure u/s 35(2AB) pertaining to Assessment Year 2018-19. The Income Tax Department had already adjusted the total penalty amount of Rs. 56.74 lakhs against the refund for AY 2021-22.The case for Assessment Year (AY) 2018-19 was applied under the Direct Tax Vivad Se Vishwas (DTVSV) Scheme 2024 to resolve the pending tax dispute. Under the DTVSV Scheme, the penalty was reduced to 25%, i.e., Rs. 13.51 lakhs. As the Department had already adjusted the total penalty amount of Rs. 56.74 lakhs against the refund for AY 2021-22. Consequently, the actual refund due now amounts to Rs. 43.23 lakhs (Rs. 56.74 lakhs - Rs. 13.51 lakhs) in DTVSVS. As per FORM 2 under the DTVSV Scheme, the Income Tax Department has certified a refund claim of Rs. 40.53 lakhs only. FORM 3 along with withdrawal of appeal has been submitted on 30-01-205 under DTVSVS as part of the compliance process. Form 4 issued by CIT on 16-04-2025, and the refund of amount Rs. 40,53,307 was credited on 17-02-2026. | As per FORM 2 under the DTVSV Scheme, the Income Tax Department has certified a refund claim of Rs. 40.53 lakhs only. FORM 3 along with withdrawal of appeal has been submitted on 30-01-205 under DTVSVS as part of the compliance process. FORM 4 issued by CIT on 16-04-2025, refund of amount Rs. 40,53,307 was credited on 17-02-2026. |
| 4 | Assessing officer | 26-09-2022 | A.Y: 2020-21: The AO issued an order u/s 143(3) read with section 144B dated 26-09-2022, raising a demand of ?385.84 lakhs.the demand was adjusted from the refund of AY 2022-23, with ?97.59 lakhs already adjusted earlier, leaving a balance adjustment of ?288.25 lakhs. And the Appeal was filed to The Commissioner of Income Tax (CIT Appeals) in form 35 vide ack.no: 618959540061022 dated 06-10-2022. The communication window with CIT(A) was enabled on 10-Nov-2022, and . Company has applied for rectification of the order under section 154 and awaiting response from the departtment. Further, the Company has received latest hearing notice U/s 250 issued on 04-10-2024 and response submitted on 10-10-2024, 09-05-2025 and new notice issued on 16-07-2026 with response due date of 22-07-2026 and appeal is still under process. | The Appeal was filed to The Commissioner of Income Tax (CIT Appeals) in form 35 vide ack.no: 618959540061022 dated 06-10-2022. The communication window with CIT(A) was enabled on 10-Nov-2022, and .Company has applied for rectification of the order under section 154 and awaiting response from the departtment. Further, the Company has received latest hearing notice U/s 250 issued on 16-07-2026 and response submitted on 22-07-2026, and appeal is still under process. |
| 5 | Commissioner of Customs, Central and Service Tax | 07-03-2016 | The Customs, Excise & Service Tax Appellate Tribunal (CESTAT) is reviewing a case involving a demand of ?823.42 lakhs, as per Order No. E/30130/2016 dated 07-03-2016, issued by the Commissioner of Customs, Central Excise & Service Tax. The matter pertains to five Show Cause Notices (SCNs) that were adjudicated through a common Order-In-Original (OIO) No. HYD-EXCUS-002-COM-030-15-16 dated 27.11.2015. Consequently, a single appeal was filed covering the entire period from 01.04.2006 to 31.07.2011. | The matter pertains to five Show Cause Notices (SCNs) that were adjudicated through a common Order-In-Original (OIO) No. HYD-EXCUS-002-COM-030-15-16 dated 27.11.2015. Consequently, a single appeal was filed covering the entire period from 01.04.2006 to 31.07.2011. |