

General information about company	
Scrip code	533339
NSE Symbol	ZENTEC
MSEI Symbol	NOTLISTED
ISIN	INE251B01027
Name of the entity	ZEN TECHNOLOGIES LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## 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	Disqualification of Directors under section 164 of the Companies Act, 2013																
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
1	Mr	Ashok Atluri	ADQPA7751H	00056050	Executive Director	Chairperson related to Promoter	MD	31-12-1965	No				Active	NA		01-10-2007	01-10-2020			1	0	2	0			
2	Mr	Kishore Dutt Atluri	ACEPA2172P	09691242	Executive Director	Not Applicable	MD	01-03-1962	No				Active	NA		01-08-2022	01-08-2022			1	0	0	0			
3	Mrs	Shilpa Choudari	BMBPS2644J	06646539	Executive Director	Not Applicable		16-04-1981	No				Active	NA		01-11-2020	01-11-2020			1	0	0	0			
4	Mr	Ravi Kumar Midathala	ADDPM3329E	00089921	Executive Director	Not Applicable		12-08-1961	No				Active	NA		29-06-2018	29-06-2022			1	0	0	0			

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Amreek Singh Sandhu	ABZPS5967N	08064880	Non-Executive - Independent Director	Not Applicable		24-03-1960	No				Active	NA		03-02-2018	03-02-2021		62	1	1	2	1		
6	Mr	Ravindra Kumar Tyagi	ABCPT5177A	01509031	Non-Executive - Independent Director	Not Applicable		06-01-1955	No				Active	NA		01-04-2019	01-04-2022		48	1	1	1	0		
7	Ms	Sirisha Chintapalli	AERPC4294H	08407008	Non-Executive - Independent Director	Not Applicable		04-06-1980	No				Active	NA		08-08-2020	08-08-2020		32	1	1	3	1		
8	Mr	Ajay Kumar Singh	AVYPS1356G	08532830	Non-Executive - Independent Director	Not Applicable		04-08-1976	No				Active	NA		02-11-2019	02-11-2022		41	1	1	1	0		

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	08064880	Amreek Singh Sandhu	Non-Executive - Independent Director	Chairperson	03-02-2018		
2	00056050	Ashok Atluri	Executive Director	Member	19-10-2013		
3	01509031	Ravindra Kumar Tyagi	Non-Executive - Independent Director	Member	18-05-2019		
4	08532830	Ajay Kumar Singh	Non-Executive - Independent Director	Member	02-11-2019		

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	08064880	Amreek Singh Sandhu	Non-Executive - Independent Director	Chairperson	03-02-2018		
2	08532830	Ajay Kumar Singh	Non-Executive - Independent Director	Member	06-06-2020		
3	01509031	Ravindra Kumar Tyagi	Non-Executive - Independent Director	Member	24-07-2021		

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	08407008	Sirisha Chintapalli	Non-Executive - Independent Director	Chairperson	14-08-2021		
2	00056050	Ashok Atluri	Executive Director	Member	28-10-2005		
3	08064880	Amreek Singh Sandhu	Non-Executive - Independent Director	Member	06-06-2020		

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	08064880	Amreek Singh Sandhu	Non-Executive - Independent Director	Chairperson	14-08-2021		
2	00056050	Ashok Atluri	Executive Director	Member	09-02-2015		
3	00089921	Ravi Kumar Midathala	Executive Director	Member	09-02-2015		
4	08532830	Ajay Kumar Singh	Non-Executive - Independent Director	Member	30-10-2021		

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	01509031	Ravindra Kumar Tyagi	Non-Executive - Independent Director	Chairperson	06-06-2020		
2	00056050	Ashok Atluri	Executive Director	Member	24-05-2014		
3	00089921	Ravi Kumar Midathala	Executive Director	Member	24-05-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	08064880	Amreek Singh Sandhu	Borrowing Committee	Non-Executive - Independent Director	Member	
2	00056050	Ashok Atluri	Borrowing Committee	Executive Director	Member	
3	00089921	Ravi Kumar Midathala	Borrowing Committee	Executive Director	Member	
4	06646539	Shilpa Choudari	Borrowing Committee	Executive Director	Member	
5	09691242	Kishore Dutt Atluri	Borrowing Committee	Executive Director	Member	

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	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	12-11-2022				Yes	8	8	4
2		28-01-2023	76		Yes	8	8	4

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							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)
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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)				
1	Audit Committee	12-11-2022				Yes	4	4	3	0
2	Audit Committee	28-01-2023	76			Yes	4	4	3	0
3	Stakeholders Relationship Committee	28-01-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	21-02-2023	23			Yes	3	3	3	0
5	Risk Management Committee	21-01-2023				Yes	4	4	2	0
6	Other Committee	11-11-2022		Borrowing Committee		Yes	5	5	1	0

Annexure 1										
IV. Meeting of Committees										
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	Reason 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)
7	Other Committee	27-02-2023	107	Borrowing Committee		Yes	5	5	1	0
8	Other Committee	13-03-2023	13	Borrowing Committee		Yes	5	3	1	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1		
VI. 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 to 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.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Afzal Harunbhai Malkani
2	Designation	Compliance Officer

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.zentechnologies.com/">https://www.zentechnologies.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.zentechnologies.com/investor-information">https://www.zentechnologies.com/investor-information</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.zentechnologies.com/leader/board-committees">https://www.zentechnologies.com/leader/board-committees</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.zentechnologies.com/policies-and-code-of-conduct">https://www.zentechnologies.com/policies-and-code-of-conduct</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.zentechnologies.com/policies-and-code-of-conduct">https://www.zentechnologies.com/policies-and-code-of-conduct</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.zentechnologies.com/investor_relations/Nomination-Remuneration-Policy.pdf">https://www.zentechnologies.com/investor_relations/Nomination-Remuneration-Policy.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.zentechnologies.com/policies-and-code-of-conduct">https://www.zentechnologies.com/policies-and-code-of-conduct</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.zentechnologies.com/policies-and-code-of-conduct">https://www.zentechnologies.com/policies-and-code-of-conduct</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.zentechnologies.com/policies-and-code-of-conduct">https://www.zentechnologies.com/policies-and-code-of-conduct</a>

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.zentechnologies.com/investor-contacts">https://www.zentechnologies.com/investor-contacts</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.zentechnologies.com/investor-contacts">https://www.zentechnologies.com/investor-contacts</a>
12	Financial results	Yes		<a href="https://www.zentechnologies.com/half-yearly-quarterly-results">https://www.zentechnologies.com/half-yearly-quarterly-results</a>
13	Shareholding pattern	Yes		<a href="https://www.zentechnologies.com/share-holding-pattern">https://www.zentechnologies.com/share-holding-pattern</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.zentechnologies.com/calls-and-conferences">https://www.zentechnologies.com/calls-and-conferences</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.zentechnologies.com/news-paper-advertisements">https://www.zentechnologies.com/news-paper-advertisements</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.zentechnologies.com/corporate-announcements">https://www.zentechnologies.com/corporate-announcements</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.zentechnologies.com/subsidiary-company-accounts">https://www.zentechnologies.com/subsidiary-company-accounts</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.zentechnologies.com/">https://www.zentechnologies.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.zentechnologies.com/policies-and-code-of-conduct">https://www.zentechnologies.com/policies-and-code-of-conduct</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.zentechnologies.com/policies-and-code-of-conduct">https://www.zentechnologies.com/policies-and-code-of-conduct</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.zentechnologies.com/">https://www.zentechnologies.com/</a>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Afzal Harunbhai Malkani
2	Designation	Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Afzal Harunbhai Malkani
2	Designation	Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block	
Textual Information(1)	No loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them.

Signatory Details	
Name of signatory	Afzal Harunbhai Malkani
Designation of person	Compliance Officer
Place	Hyderabad
Date	06-04-2023

