



**ZEN TECHNOLOGIES LIMITED**

CIN: L72200TG1993PLC015939

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Website: [www.zentechnologies.com](http://www.zentechnologies.com)

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## **POSTAL BALLOT NOTICE**

*[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]*

Dear Shareholder(s),

**NOTICE** is hereby given that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and the subsequent circulars issued in this regard, the latest being Circular No. 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs (“**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), the resolutions as set out hereunder are proposed for approval of the shareholders of Zen Technologies Limited (“**the Company**”) by way of postal ballot through remote e-voting process (“**e-voting**”).

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**‘RTA’**)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the ‘Notes’ section to this Notice.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has provided remote e-voting facility to its Members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited (“**KFinTech**” or “**Registrar and Transfer Agent**”) as the agency to provide e-voting facility. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.zentechnologies.com](http://www.zentechnologies.com).

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 05:00 p.m. IST on Friday, April 24, 2026. The remote e-voting will be disabled by KFinTech immediately after the end time and will not be allowed beyond the said date and time.

**SPECIAL BUSINESS:****1. To approve material related party transactions with Unistring Tech Solutions Private Limited:**

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

**“RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), and based on the recommendation/approval of the Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the explanatory statement, with Unistring Tech Solutions Private Limited (‘UTS’), a subsidiary company of Zen Technologies Limited (“the Company”) and a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and UTS, for an aggregate value up to ₹ 750 crore for purchase and sale of goods, materials, equipment(s), component(s) or subcomponent(s), receiving and rendering of services, carrying out research and development and other transactions for the purpose of business, during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and UTS.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**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 any other Officer(s), as 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.”

**2. To approve the re-appointment of Mr. Ashok Atluri (DIN: 00056050), as Chairman and Managing Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments, modifications or re-enactments thereof for the time being in force), (the “Act”) read with Schedule V of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ashok Atluri (DIN: 00056050),

as Chairman and Managing Director of the Company, for a period of 3 (three) years from May 01, 2026 to April 30, 2029, whose office is liable to retire by rotation, upon the terms, conditions and remuneration as set out in the Explanatory Statement annexed to the Notice, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Regulation 17(6)(e) of SEBI Listing Regulations, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration, as set out in the Explanatory Statement annexed to the Notice, to Mr. Ashok Atluri, Chairman and Managing Director, notwithstanding that (i) the annual remuneration payable to him exceeds ₹ 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the terms of re-appointment including to vary the remuneration specified above from time to time as it deems fit and to the extent recommended by the Nomination and Remuneration Committee and in the manner as may be agreed between the Board and Mr. Ashok Atluri.”

**RESOLVED FURTHER THAT** for the purposes of giving effect to the above resolution, the Board of Directors be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company.”

**3. To approve the re-appointment of Mr. Kishore Dutt Atluri (DIN: 09691242), as President & Joint Managing Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments, modifications or re-enactments thereof for the time being in force), (the “Act”) read with Schedule V of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Kishore Dutt Atluri (DIN: 09691242), as President & Joint Managing Director of the Company, for a period of 3 (three) years from May 01, 2026 to April 30, 2029, whose office is liable to retire by rotation, upon the terms, conditions and remuneration as set out in the Explanatory Statement annexed to the Notice, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Regulation 17(6)(e) of SEBI Listing Regulations, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration, as set out in the Explanatory Statement annexed to the Notice, to Mr. Kishore Dutt Atluri, President and Joint Managing Director, notwithstanding that (i) the annual remuneration payable to him exceeds ₹ 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the terms of re-appointment including to vary the

remuneration specified above from time to time as it deems fit and to the extent recommended by the Nomination and Remuneration Committee and in the manner as may be agreed between the Board and Mr. Kishore Dutt Atluri.”

**RESOLVED FURTHER THAT** for the purposes of giving effect to the above resolution, the Board of Directors be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company.”

By the order of the Board of Directors  
For **Zen Technologies Limited**

**Place:** Hyderabad  
**Date:** January 31, 2026

**Sd/-**  
**Sourav Dhar**  
Company Secretary & Compliance Officer

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ KFin Technologies Limited, Company’s Registrars and Transfer Agent (‘RTA’) as on **Friday, March 13, 2026 (‘Cut-Off date’)** and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Members may please note that the Notice will also be available on the Company’s website at [www.zentechnologies.com](http://www.zentechnologies.com), websites of the Stock Exchanges i.e., 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 KFin Technologies Limited at <https://evoting.kfintech.com>.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. Members who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA (Physical shareholders) / DP (For Electronic Holdings), by following the process prescribed in SEBI Master Circular No - SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, by submitting the requisite ISR forms. The forms can be downloaded from the link below: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
6. The remote e-voting will commence on **Thursday, March 26, 2026 at 09.00 a.m. IST** and will end on **Friday, April 24, 2026 at 05.00 p.m. IST**. Remote e-Voting will be blocked by KFinTech immediately after the end time and will not be allowed beyond the said date and time.
7. Members are requested to cast their vote through the remote e-voting process not later than **05.00 p.m. IST on Friday, April 24, 2026**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Members, the Members shall not be allowed to change these subsequently.
8. Pursuant to Rule 22(5) of the Rules, the Board of Directors (“Board”) of the Company, vide resolution dated January 31, 2026 has appointed Mr. D S Rao (ACS 12394; CP No.: 14487), Practicing Company Secretary, as the Scrutinizer (‘Scrutinizer’) for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
9. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by the Chairman. The result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman, or such person as authorized, on or before Tuesday, April 28, 2026.

The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.

10. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.zentechnologies.com](http://www.zentechnologies.com) and on the website of KFinTech immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
11. The Resolutions, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **April 24, 2026**, i.e. the last date specified for receipt of votes through the remote e-voting process.
12. Relevant documents referred to in this Notice and the Statement shall be available for inspection by the members at the registered office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e., **Friday, April 24, 2026**. Members who wish to inspect such documents are requested to send an email to [cosec@zentechnologies.com](mailto:cosec@zentechnologies.com) mentioning their name, folio no./ DP ID-Client ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
13. Members may send their queries related to items included in this Notice to the email id [cosec@zentechnologies.com](mailto:cosec@zentechnologies.com), from their registered email address, mentioning their name, folio no./DP ID-Client ID, as applicable, mobile number, and copy of PAN card. Said queries shall be appropriately replied by the Company.
14. General information and instructions relating to remote e-voting procedure:

**Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations, Shareholders are provided with the facility to cast their vote electronically, through any of the modes listed below, on the resolutions set forth in this Notice, by way of remote e-voting:

- a) Login method for remote e-voting for Individual shareholders holding securities in demat mode. The details of the process and manner for remote e-voting are explained herein below:
  - Step 1 :** Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.
  - Step 2 :** Access to KFinTech e-voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.

**b) Details on Step 1 are mentioned below:**

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>iv) Click on the 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.</li> </ol>

	<p><b>2. User not registered for IDeAS e-Services:</b></p> <ul style="list-style-type: none"> <li>i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii) Proceed with completing the required fields.</li> <li>iv) Follow steps given in points 1.</li> </ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>i) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>iv) Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>v) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ul>
<p>Individual Shareholders holding securities in demat mode with <b>CDSL</b></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on New System Myeasi</li> <li>iii) Login with your registered user id and password.</li> <li>iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>v) Click on e-Voting service provider name to cast your vote.</li> </ul> <p><b>2. User not registered for Easi/Easiest:</b></p> <ul style="list-style-type: none"> <li>i) Option to register is available at site.</li> <li>ii) Proceed with completing the required fields.</li> <li>iii) Follow the steps given in point 1.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Provide your demat Account Number and PAN No.</li> <li>iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv) After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.</li> </ul>
<p>Individual Shareholder login through their demat accounts / Website of -Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-voting option. Once</p>

	<p>you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</p>
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**Important note:**

Shareholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please 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.
Securities held with CDSL	Please 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 022-23058542-43.

**c) Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii) After entering these details appropriately, click on “LOGIN”.
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of 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.

- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the “EVEN” i.e., “**Zen Technologies Limited**”

and click on “Submit”.

- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- 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/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting on its behalf to the Scrutinizer at email id [rao\\_ds7@yahoo.co.in](mailto:rao_ds7@yahoo.co.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”.

**Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently this Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:**

- i) Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
- ii) Alternatively, member may send an e-mail request at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending this Postal Ballot Notice and the e-voting instructions.
- iii) After receiving the e-voting instructions, please follow all the steps above to cast your vote by electronic means.

## OTHER INSTRUCTIONS

- I. In case a person has become a Member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. 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. or DP ID Client ID to 9212993399
    - 1. Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
    - 2. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    - 3. Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. 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.

Members who may require any technical assistance or support are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

**EXPLANATORY STATEMENT****(Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

The following statement sets out all the material facts relating to Resolution No. 1, 2 and 3 to be passed as mentioned in the accompanying Notice:

**Item No. 1: To approve material related party transactions with Unistring Tech Solutions Private Limited:**

Pursuant to Regulation 23 read with Schedule XII of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, if the consolidated turnover of the listed Company is up-to ₹ 20,000 Crore, any 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 10% of the annual consolidated turnover of the listed entity. All material related party transactions ("RPTs") shall require prior approval of shareholders by means of an ordinary resolution, even if the transactions are in the ordinary course of business of the concerned company and on an arm's length basis.

Unistring Tech Solutions Private Limited ('UTS') is an unlisted subsidiary of Zen Technologies Limited ('Company') engaged in the business of designing and development of various products in Electronic Warfare (EW) Systems, Communication Systems and RADAR applications. UTS offers services to the Government and private clients in the area of EW Systems (Electronic Supporting Measures (ESM), Electronic Counter Measures (ECM), Electronic Counter Counter Measures (ECCM)), RADARs, Drone based EW systems, command links, EW and Radar Target Simulators. UTS's major products and services are targeted for military clients (Armed forces and Private Companies in defence sector). The core focus of UTS has been in-house design and development of products like Electronic warfare systems, Communication systems, RADAR systems, Simulators (RADAR and EW), Anti-Drone Sub Systems for RF Detection, RF Jammers, UAV based COMINT & ELINT systems etc.

The Company has entered into various transactions with UTS in previous financial years such as purchase and sale of products, materials, equipment(s), goods, components or subcomponents, availing of services and carrying out research and development. To ensure continuity of operations, the Company proposes to enter into similar transactions and/or continue with existing transactions with UTS during FY 2026-27 upto ₹ 750 crore.

The transactions not only help to smoothen business operations for both the Company and UTS, but also ensure consistent flow of products and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. Further, the said transactions are aimed at leveraging operational synergies, enhancing efficiency, and optimizing the integration of business processes and technical capabilities for mutual benefit.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('SEBI IS Note'). The SEBI IS Note prescribes information to be provided for review by the Audit Committee and Members for approval of material RPTs

The management of the Company has provided the Audit Committee with the relevant details as required under the SEBI IS Note. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs with UTS, for an aggregate value upto ₹ 750 crore during FY 2026-27. The Audit Committee has noted that the said transactions with UTS will be in the ordinary course of business of the Company and at an arms' length basis.

The details as required under SEBI IS Note are as under:

**A (1): Basic details of the Related Party:**

S.No	Particulars of the Information	Information provided by the Management
1.	Name of the related party	Unistring Tech Solutions Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Designing and development of various products in Electronic Warfare (EW) Systems, Communication Systems and RADAR applications.

**A (2): Relationship and Ownership of the Related Party:**

S.No.	Particulars of the Information	Information provided by the Management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Unistring Tech Solutions Private Limited (UTS) is an unlisted subsidiary of Zen Technologies Limited (the ‘Company’).
	a) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	51%
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

**A (3): Details of previous transactions with the Related Party:**

S.No.	Particulars of the information	Information provided by the Management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	The following transactions were undertaken during the FY 2024-25: a) Purchase of materials / finished goods - ₹ 151.32 crores b) Capital Purchase – ₹ 7.56 crores
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	The following transactions were undertaken upto December 31, 2025:  Purchase of materials / finished goods - ₹ 63.64 crores.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	There is no such default.

**A (4): Amount of the proposed transaction(s):**

S.No	Particulars of the information	Information provided by the Management								
1.	Amount of the proposed transactions being placed for approval	₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only)								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Transactions proposed to be undertaken for the FY 2026-27 i.e. from April 1, 2026 to March 31, 2027, are expected to be Material RPT.								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	77% (approx.) of Annual Consolidated Turnover of the Company for Financial Year 2024-25 (Annual Consolidated Turnover of the Company for the Financial Year 2024- 25 was ₹ 973.64. Crores.)								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	431% (approx.) of Annual Standalone Turnover of Unistring Tech Solutions Private Limited for Financial Year 2024-25								
6.	Financial performance of the related party for the immediately preceding financial year:  <i>Explanations:</i> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (₹ in Crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>174.37</td> </tr> <tr> <td>Profit After Tax</td> <td>39.43</td> </tr> <tr> <td>Net worth</td> <td>65.20</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (₹ in Crore)	Turnover	174.37	Profit After Tax	39.43	Net worth	65.20
Particulars	FY 2024-25 (₹ in Crore)									
Turnover	174.37									
Profit After Tax	39.43									
Net worth	65.20									

**A (5): Basic details of the Proposed Transaction**

S.No.	Particulars of the information	Information provided by the Management									
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of goods, materials, equipment(s), component(s) or subcomponent(s)</td> <td>₹ 50 Crore</td> </tr> <tr> <td>2</td> <td>Purchase of goods, materials, equipment(s), component(s) or subcomponent(s)</td> <td>₹ 550 Crore</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	Amount	1	Sale of goods, materials, equipment(s), component(s) or subcomponent(s)	₹ 50 Crore	2	Purchase of goods, materials, equipment(s), component(s) or subcomponent(s)	₹ 550 Crore
S. No.	Nature of Transactions	Amount									
1	Sale of goods, materials, equipment(s), component(s) or subcomponent(s)	₹ 50 Crore									
2	Purchase of goods, materials, equipment(s), component(s) or subcomponent(s)	₹ 550 Crore									
2.	Details of each type of the proposed transaction										

		<table border="1"> <tr> <td data-bbox="774 174 853 331">3</td> <td data-bbox="853 174 1244 331">Receiving and rendering services, carrying out research and development and other transactions</td> <td data-bbox="1244 174 1463 331">₹ 150 Crore</td> </tr> </table>	3	Receiving and rendering services, carrying out research and development and other transactions	₹ 150 Crore	<p>The values shown against various categories of the nature of transactions are indicative and may vary inter se. The exact value of transactions under this category cannot be ascertained at this stage as the same are dependent on business requirements during the FY 2026-27. The approval of Members is being sought for the total value of related party transactions specified in the resolution with UTS, and transactions will remain within such overall values proposed for approval of the Members.</p>
3	Receiving and rendering services, carrying out research and development and other transactions	₹ 150 Crore				
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 (One) year, i.e., from 1 <sup>st</sup> April, 2026 up to 31 <sup>st</sup> March, 2027				
4.	Whether omnibus approval is being sought?	Yes				
5.	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	₹ 750 Crore for (F.Y. 2026-27) (Rupees Seven Hundred Fifty Crore Only)	No approval has been sought for transactions which will be executed over a period extending beyond 1 (one) financial year.			
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>UTS engaged in the business of designing and development of various products in Electronic Warfare (EW) Systems, Communication Systems and RADAR applications. The Company procures specific products, components and services including products/components from UTS to fulfil its contractual obligations for various projects and services from its customer in India and aboard. The procurement of these products, components and services is made from UTS as they possesses the requisite technical expertise and specialized manufacturing capabilities necessary to produce such components. These components are integral to the composite or bundled products and projects that Company manufactures and supplies to its end customers. Further, the components sourced from UTS are not fungible or interchangeable with those available from third-party suppliers. As such, sourcing from the UTS ensures that the Company can meet customer expectations and maintain continuity in product branding and performance.</p>				
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control</p>	None of the Company's Director / KMP have any interest, direct or indirect, in any of the proposed transactions except to the extent of their directorship.				

	a) Name of the director / KMP	Mr. Ashok Atluri, Chairman & Managing Director and Mrs. Shilpa Choudari, Whole Time Director of the Company serves as the Nominee Director on the Board of UTS. Their interest or concern is limited only to the extent of their holding directorship position in the UTS.
	b) Shareholding of the director / KMP, whether direct or indirect, in the related party (As on 31/12/2025)	None of the Company's Director / KMP hold any shares in UTS.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable; Arm's length price will be charged
9.	Other information relevant for decision making.	Not Applicable

**PART B**

**Information to be provided *only* if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:**

**B (1): Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

S. No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	There is no bidding process. Parties are chosen on the basis of product requirement, technology, competitive prices and creditworthiness, on mutually agreed terms.
2.	Basis of determination of price	The transactions with UTS are executed at prices consistent with prevailing market rates, determined through a robust and transparent process. This includes obtaining competitive quotations from comparable suppliers or customers wherever applicable, adopting a cost-plus margin methodology aligned with industry norms for proprietary or specialized solutions, and reviewing historical pricing trends for similar transactions in prior years to ensure consistency and fairness.
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Nil
	b. Tenure	Nil
	c. Whether same is self-liquidating?	Nil

The Audit Committee has reviewed the certificate provided by the Chairman and Managing Director, President and Joint Managing Director and Chief Financial Officer of the Company that these material-related party transactions shall be in the ordinary course of business, on arm's length basis and in the interest of the Company.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on January 31, 2026, approved and recommended for approval of members, the aforesaid related/material related party transactions.

Accordingly, basis the approval of the Audit Committee, the Board of Directors of the Company recommend the Ordinary Resolution forming part of Item No. 1 of the accompanying Notice to the shareholders for approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 1.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

**Item No. 2: Re-appointment of Mr. Ashok Atluri (DIN: 00056050), as Chairman and Managing Director of the Company:**

Mr. Ashok Atluri (DIN: 00056050) was appointed as the Chairman and Managing Director (“CMD”) for a period of three years with effect from May 01, 2023 to April 30, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 31, 2026, have approved the re-appointment and terms of re-appointment (including remuneration) of Mr. Ashok Atluri as the CMD of the Company for further period of three (3) years commencing from May 01, 2026 upto April 30, 2029, subject to approval of the Members of the Company.

Mr. Ashok Atluri, aged 60 years, is a post-graduate diploma holder in applied computer science. He is credited with designing simulators on the Windows-Intel platform that have set industry standards and are known for their simplicity. In recognition of his achievements, he was named ‘Small Scale Entrepreneur of the Year’ by the Hyderabad Management Association in 1998. Mr. Ashok Atluri has been leading the Company as Chairman and Managing Director for nearly ~three decades, demonstrating exceptional expertise in business strategy, corporate governance, and sustainable growth. Under his visionary leadership and decisive approach, Zen Technologies has established itself as a benchmark in the field of defence simulation and training, consistently delivering innovation and excellence.

The material terms of re-appointment and remuneration are given below:

**a) Tenure of Re-appointment:**

The re-appointment as Chairman and Managing Director (“CMD”) is for a period of three years with effect from May 01, 2026 to April 30, 2029.

**b) Remuneration:**

**A. Salary:** ₹ 12,50,000/- (Rupees Twelve Lakh and Fifty thousand only) per month.

**B. Benefits and Allowances:**

- i) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for company-provided accommodation.

or

In case residential accommodation is not provided by the Company, he shall be entitled for House Rent Allowance (HRA) not exceeding 40% of his salary.

- ii) 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 (10%) of the annual salary.

C. **Perquisites:** In addition to the above, CMD shall be entitled to the following perquisites classified into three categories as follows:

**Category – I:**

The following perquisites given in this Category will be allowed, subject to overall ceiling of 100% of the annual Salary (A):

- a) Leave Travel Concession/Allowances for self and family, as per the Rules of the Company.
- b) Club Membership fees / subscription subject to maximum of 2 clubs.
- c) Any other perquisite as may be allowed as per Rules of the Company.

**Category – II:**

The CMD shall also be eligible to the following perquisites which are not included in the computation of ceiling of remuneration and perquisites specified above:

- a) Contribution to provident fund or superannuation fund or annuity fund shall be in accordance with the Rules of the Company, to the extent these (either singly or together), are not taxable under the Income Tax Act, 1961.
- b) Gratuity as per the Gratuity Act, 1972.
- c) Leave and encashment of unavailed leave as per the Rules of the Company.

**Category – III:**

The CMD shall also be eligible to the following other perquisites and benefits (without ceiling):

- a) The Company shall reimburse rent, taxes and call charges of telephone / telefax at the residence of the CMD. The Company shall also provide cellular phones with roaming facility and reimburse all charges pertaining to the same.

The Company shall also reimburse the cost of the Internet connection at the residence of the CMD.

- b) Car facility and car related benefits such as fuel, maintenance and driver for official duties
- c) Reimbursement of full hospitalization and major medical expenses for self and family.
- d) Life Insurance Policy, Personal Accident Insurance and Mediclaim Policy as per the rules of the Company.
- e) CMD shall be entitled for the re-imburement of actual out-of pocket expenses including for travelling, boarding and lodging, incurred in connection with the business of the Company.

For the purposes of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Act, 1961, wherever applicable. In the absence of any such provision in the Income Tax Act, 1961, perquisites shall be evaluated at actual cost.

D. **Incentive:** In addition to Salary, Benefits, Allowances and Perquisites, CMD will be paid an incentive equivalent to 3% of the net profits of the Company for each financial year, as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013.

E. **Other Terms:**

- i) CMD shall not be entitled to receive any fee for attending the meeting of the Board or Committee thereof.
- ii) Notice period and other terms regarding cessation of employment shall be governed as per the Rules of the Company.
- iii) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the CMD, the Company has no profits or its profits are inadequate, the Company will pay to the CMD remuneration by way of Salary, Benefits, Allowances, Perquisites and Incentive, as specified above, subject to applicable laws and such approvals as may be required.

Having regard to the qualification, experience, knowledge and leadership skills, the Board is of the view that the re-appointment of Mr. Ashok Atluri as a Chairman and Managing Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

The Company has received all the statutory declarations/disclosures from Mr. Ashok Atluri including the following:

- a) Consent for re-appointment as Chairman and Managing Director of the Company;
- b) Confirmation that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies;
- c) Confirmation that he satisfies all the conditions set out under Section 196(3) and in Part –I of Schedule V to the Companies Act, 2013, for being eligible for re-appointment as Chairman and Managing Director of the Company; and
- d) Confirmation that he is not disqualified from being a Director in terms of Section 164 of the Companies Act, 2013.

The Audit Committee has approved the terms and conditions of his re-appointment, as Mr. Ashok Atluri, being key managerial personnel, is a related party.

The required details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings (SS-2) are provided in **Annexure I** to this Notice.

In terms of the provisions of the SEBI Listing Regulations, a listed entity is required to obtain the approval of Members for appointment of a person on the Board of Directors at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board recommends Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors or KMP of the Company or their respective relatives, except Mr. Ashok Atluri, Mrs. Shilpa Choudari (spouse), and Mr. Kishore Dutt Atluri (brother) and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

**Item No. 3: Re-appointment of Mr. Kishore Dutt Atluri (DIN: 09691242), as President and Joint Managing Director of the Company:**

Mr. Kishore Dutt Atluri (DIN: 09691242) was appointed as the President and Joint Managing Director (“P&JMD”) for a period of three years with effect from May 01, 2023, to April 30, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 31, 2026, have approved the re-appointment and terms of re-appointment (including remuneration) of Mr. Kishore Dutt Atluri as the P&JMD of the Company for further period of three (3) years commencing from May 01, 2026 upto April 30, 2029, subject to approval of the Members of the Company.

Mr. Kishore Dutt Atluri, aged 64 years, is a post-graduate in Computer Application from the University of Hyderabad. With over 21 patents to his name, he has a deep understanding of simulation technology and its applications for defence and homeland security. He has been instrumental in the development of Zen’s range of virtual and live simulation systems, including simulators for Infantry, Armoured Corps, Mech Forces, and Air Defence, thus catering to the needs of Police Forces, Central Police Organisations, Civilians, and Miners. His primary roles at Zen include technology direction and product development, aligned with the Company’s strategy.

The material terms of re-appointment and remuneration are given below:

**a) Tenure of Re-appointment:**

The re-appointment as President and Joint Managing Director (P&JMD) is for a period of three years with effect from May 01, 2026 to April 30, 2029.

**b) Remuneration:**

A. **Salary:** ₹ 12,50,000/- (Rupees Twelve Lakh and Fifty thousand only) per month.

**B. Benefits and Allowances:**

i) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for company-provided accommodation

or

In case residential accommodation is not provided by the Company, he shall be entitled for House Rent Allowance (“HRA”) not exceeding 40% of his salary

ii) 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 (10%) of the annual salary.

C. **Perquisites:** In addition to the above, P&JMD shall be entitled to the following perquisites classified into three categories as follows:

**Category – I:**

The following perquisites given in this Category will be allowed, subject to overall ceiling of 100% of the annual Salary (A):

- a) Leave Travel Concession/Allowances for self and family, as per the Rules of the Company.
- b) Club Membership fees / subscription subject to maximum of 2 clubs.
- c) Any other perquisite as may be allowed as per Rules of the Company.

**Category – II:**

The P&JMD shall also be eligible to the following perquisites which are not included in the computation of ceiling of remuneration and perquisites specified above:

- a) Contribution to provident fund or superannuation fund or annuity fund shall be in accordance with the Rules of the Company, to the extent these (either singly or together), are not taxable under the Income Tax Act, 1961.
- b) Gratuity as per the Gratuity Act, 1972.
- c) Leave and encashment of unavailed leave as per the Rules of the Company.

**Category – III:**

The P&JMD shall also be eligible to the following other perquisites and benefits (without ceiling):

- a) The Company shall reimburse rent, taxes and call charges of telephone / telefax at the residence of the P&JMD. The Company shall also provide cellular phones with roaming facility and reimburse all charges pertaining to the same.

The Company shall also reimburse the cost of the Internet connection at the residence of the P&JMD.

- b) Car facility and car related benefits such as fuel, maintenance and driver for official duties
- c) Reimbursement of full hospitalization and major medical expenses for self and family.
- d) Life Insurance Policy, Personal Accident Insurance and Mediclaim policy as per the rules of the Company.
- e) P&JMD shall be entitled for the re-imburement of actual out-of pocket expenses including for travelling, boarding and lodging, incurred in connection with the business of the Company.

For the purposes of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Act, 1961, wherever applicable. In the absence of any such provision in the Income Tax Act, 1961, perquisites shall be evaluated at actual cost.

- D. **Incentive:** In addition to Salary, Benefits, Perquisites, P&JMD will be paid an incentive equivalent to 1% of the net sales of the Company for each financial year.

**E. Other Terms:**

- i) P&JMD shall not be entitled to receive any fee for attending the meeting of the Board or Committee thereof.
- ii) Notice period and other terms regarding cessation of employment shall be governed as per the Rules of the Company.
- iii) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the P&JMD, the Company has no profits or its profits are inadequate, the Company will pay to the P&JMD remuneration by way of Salary, Benefits, Allowances, Perquisites, and Incentive, as specified above, subject to applicable laws and such approvals as may be required.

Having regard to the qualification, experience, knowledge and leadership skills, the Board is of the view that the re-appointment of Mr. Kishore Dutt Atluri as a President and Joint Managing Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

The Company has received all the statutory declarations/disclosures from Mr. Kishore Dutt Atluri including the following:

- a) Consent for re-appointment as President and Joint Managing Director of the Company;
- b) Confirmation that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies;
- c) Confirmation that he satisfies all the conditions set out under Section 196(3) and in Part –I of Schedule V to the Companies Act, 2013, for being eligible for re-appointment as President and Joint Managing Director of the Company; and
- d) Confirmation that he is not disqualified from being a Director in terms of Section 164 of the Companies Act, 2013.

The Audit Committee has approved the terms and conditions of his re-appointment, as Mr. Kishore Dutt Atluri, being key managerial personnel, is a related party.

The required details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings (SS-2) are provided in **Annexure I** to this Notice.

In terms of the provisions of the SEBI Listing Regulations, a listed entity is required to obtain the approval of Members for appointment of a person on the Board of Directors at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board recommends Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors or KMP of the Company or their respective relatives, except Mr. Kishore Dutt Atluri, Mr. Ashok Atluri (brother) and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

**Details of the Directors proposed to be re-appointed**

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Sr. No.	Name	Mr. Ashok Atluri	Mr. Kishore Dutt Atluri
1)	DIN	00056050	09691242
2)	Date of Birth / Age	December 31, 1965 / 60 years	March 01, 1962 / 64 years
3)	Date of first appointment on the Board	November 01, 1994	August 01, 2022
4)	Brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas	Mr. Ashok Atluri is a post-graduate diploma holder in applied computer science. He is credited with designing simulators on the Windows-Intel platform that have set industry standards and are known for their simplicity. In recognition of his achievements, he was named 'Small Scale Entrepreneur of the Year' by the Hyderabad Management Association in 1998. Under his leadership, Zen Technologies has set benchmarks in defence simulation and training.	Mr. Kishore Dutt Atluri is a post-graduate in Computer Application from the University of Hyderabad. With over 21 patents to his name, he has a deep understanding of simulation technology and its applications for defence and homeland security. He has been instrumental in the development of Zen's range of virtual and live simulation systems, including simulators for Infantry, Armoured Corps, Mech Forces, and Air Defence, thus catering to the needs of Police Forces, Central Police Organisations, Civilians, and Miners. His primary roles at Zen include technology direction and product development, aligned with the Company's strategy.
5)	Terms and Conditions along with details of remuneration sought to be paid	Re-appointment as the Chairman and Managing Director, for a period of 3 (three) years effective from May 01, 2026 to April 30, 2029.  For further details, refer Notice and Explanatory Statement	Re-appointment as the President and Joint Managing Director, for a period of 3 (three) years effective from May 01, 2026 to April 30, 2029.  For further details, refer Notice and Explanatory Statement
6)	No. of Board Meetings attended during FY 2025-26 (upto the date of this Notice)	6	6
7)	Last Remuneration drawn (₹ in Lakhs) during FY 2024-25	1,291.95	1,146.63

8)	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr. Ashok Atluri is a brother of Mr. Kishore Dutt Atluri and spouse of Mrs. Shilpa Choudari	Mr. Kishore Dutt Atluri is a brother of Mr. Ashok Atluri
9)	Name(s) of other companies in which directorships held	a) Zen Medical Technologies Private Limited b) Zen Skillproc Private Limited c) Applied Research International Private Limited d) Ari Labs Private Limited e) Unistring Tech Solutions Private Limited	None
10)	Listed entities from which resigned in the past three years	None	None
11)	Name(s) of other Companies in which Committee Membership(s)/ Chairmanship(s) held	Unistring Tech Solutions Private Limited: <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee - Member</li> </ul> Applied Research International Private Limited: <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee - Chairman</li> </ul>	None
12)	Shareholding in the Company as on the date of Postal Ballot notice (self and beneficial basis only) (a) Own (b) For other persons on a beneficial basis	1,95,46,103 Nil	1,47,40,970 Nil

By the order of the Board of Directors  
For **Zen Technologies Limited**

Place: Hyderabad  
Date: January 31, 2026

Sd/-  
**Sourav Dhar**  
Company Secretary & Compliance Officer