



ZEN TECHNOLOGIES LIMITED

Certified ISO 9001:2015, ISO 27001:2013, CMMI ML5
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Corporate Identity Number : L72200TG1993PLC015939

Date: 28th August 2021

To
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

To
The Secretary
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code - 533339

Symbol - ZENTEC

Dear Sir / Madam,

Sub: Proceedings of the 28th Annual General Meeting held on 28th August 2021 as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform that the 28th Annual General Meeting (AGM) of the Company was held on 28th August 2021 at 10.00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") and the business mentioned in the Notice convening the AGM dated 03rd August 2021 was duly transacted.


Please find enclosed the proceedings of the 28th AGM as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed as **Annexure-I**.

We will separately intimate the voting results to the stock exchanges.

This is for your information and records.

Thanking you.

Yours Faithfully,
For Zen Technologies Limited


Hansraj Singh Rajput
Company Secretary & Compliance Officer
M. No. A38213



Works : Plot 36, Hardware Park, Near Shamshabad International Airport, Hyderabad - 501 510, Telangana, India



CMMI DEV / 5SM
Exp. 2022-01-30 / Appraisal #2306

SUMMARY OF THE PROCEEDINGS OF 28th ANNUAL GENERAL MEETING

The 28th Annual General Meeting (AGM) of the members of Zen Technologies Limited was convened on Saturday, the 28th August 2021 at 10:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Directors present through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"):

1. Mr Ashok Atluri, Chairman and Managing Director & CFO
2. Mr M. Ravi Kumar, Whole Time Director
3. Ms Shilpa Choudari, Whole Time Director
4. Mr Amreek Singh Sandhu, Independent Director
5. Ms Sirisha Chintapalli, Independent Director
6. Dr Ravindra Kumar Tyagi, Independent Director
7. Dr Ajay Kumar Singh, Independent Director

All the Directors of the Company were present at this meeting.

In attendance of the following persons present through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"):

1. Mr CV Koteswara Rao, from M/s. Ramasamy Koteswara Rao and Co LLP, Chartered Accountants (ICAI Firm Registration No. 010396S/S200084), Statutory Auditors.
2. Mr D. S. Rao, from M/s. P. S. Rao & Associates, Practicing Company Secretaries, Secretarial Auditors & Scrutinizers.
3. Mr Kishore Dutt Atluri, President
4. Mr Hansraj Singh, Company Secretary & Compliance Officer
5. Mr SL Kothari, Associate Director – Finance
6. Mr Srinivasu, Internal Auditor

Members Present:

The meeting was attended by 55 members through VC or OAVM

Mr Ashok Atluri, Chairman of the Company, chaired the meeting and conducted the proceedings of the meeting. The requisite quorum being present, with the permission of the chair, the Company Secretary called the meeting to order.

The Company Secretary informed the members that this Annual General Meeting was held through VC or OAVM in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in the light of the COVID-19 pandemic. Accordingly, the Company has provided the facility for joining the meeting through VC or OAVM for the members and the Company has taken all requisite steps to facilitate members to participate at the AGM and cast their vote on items considered in the AGM as per the AGM Notice.

The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements in which Directors are Interested, were made available electronically for inspection by the members during the AGM.

Members were informed that the Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice of AGM and Members who have not cast their votes electronically and were participating in the meeting can cast their votes during the meeting through the e-voting system (Insta Poll) provided by Kfin Technologies Private Limited (Kfintech). It was also informed that there would be no voting by show of hands at the meeting. The members were further informed that the Board of Directors appointed Mr. DS Rao, Practicing Company Secretary, as the scrutinizer to supervise the e-voting process. The results along with scrutinizer report will be uploaded on the website of the Company and on the website of Kfintech and also be submitted to the stock exchanges, i.e., NSE and BSE.

The Chairman of the meeting delivered his speech on the business and performance highlights of the Company and a corporate presentation covering the overview of the Company.

The Annual Report for the year ended 31st March 2021 along with Notice of this meeting, Board's Report, Auditor's Reports and the Audited Financial Statements of the Company as circulated to the members, were taken as read. The Company Secretary provided a summary of the Statutory Auditor's Report and Secretarial Auditor's Report.

The Chairman opened the Question and Answers session. The members registered as speakers asked their queries or expressed their views. The Chairman and Managing Director summarized his response to the queries of the members.

The following items of business as set out in the Notice convening the 28th Annual General Meeting were commended for members' consideration and approval:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements.
2. Adoption of Audited Consolidated Financial Statements.
3. Declaration of Dividend on the equity shares.
4. Appointment of Mr Ashok Atluri as Director, liable to retire by rotation.

SPECIAL BUSINESS:

5. Re-appointment of Mr Amreek Singh Sandhu as an Independent Director of the Company.
6. Re-appointment of Dr Ravindra Kumar Tyagi as an Independent Director of the Company.
7. Appointment of Ms Shilpa Choudari as the Whole-Time Director and fixing remuneration.

8. Revision in Remuneration of Mr Kishore Dutt Atluri, to office as President of the Company.
9. To approve Zen Technologies Limited Employee Stock Option Plan-2021 (“ZEN ESOS 2021”/ “Scheme”) and grant of Employee Stock Options (ESOPs) under ZEN ESOS 2021.
10. To approve grant of Employee Stock Options to the employees of Subsidiaries of the company under “Zen Technologies Limited Employee Stock Option Plan-2021”.
11. To approve implementation of “Zen Technologies Limited Employee Stock Option Plan-2021” (hereinafter referred to as the “ZEN ESOS 2021”/ “Scheme”) through trust route.
12. To approve the acquisition of Equity Shares of the company through Secondary Acquisition for implementation of “Zen Technologies Limited Employee Stock Option Plan-2021” (“ZEN ESOS 2021”/ “Scheme”).
13. To approve provision of money to trust by the company for the purchase of its own shares for implementation of Zen Technologies Limited Employee Stock Option Plan-2021.

The Chairman authorized the Company Secretary to declare the results of the voting and place the results on the website of the Company at the earliest besides submitting to Stock Exchanges.

The members were also informed that the resolutions, if passed, shall be considered as passed effective today i.e. 28th August 2021.

The Chairman announced that all the business set out in the Notice of this meeting had been concluded and a time period of 15 minutes has made available for voting at the Meeting after which the Meeting stand closed. Then the meeting was concluded with vote of thanks.

The Annual General Meeting was concluded at 11.27 a.m. on 28th August 2021.
