



COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
Zen Technologies Limited.

I, N Vanitha, Company Secretary in practice, have been appointed as the Secretarial Auditor of Zen Technologies Limited (hereinafter referred to as 'the Company'), having CIN: L72200TG1993PLC015939 and having its registered office at B-42 Industrial Estate, Sanathnagar, Hyderabad 500018. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as 'the Regulations'), for the financial year ended 31st March 2023.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company is in the process of implementation of the "Zen Technologies Limited Employee Stock Option Plan-2021" / "Scheme" viz Employee Stock Option Scheme in accordance with the Regulations and the Special Resolution(s) passed by the members at the 28th Annual General Meeting of the Company held on 28th August 2021.

For the purpose of verifying the compliance of the Regulations, I have examined the following:

1. Scheme(s) furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders Resolution(s) passed at 28th Annual General Meeting;
5. Shareholders Resolution(s) passed at 29th Annual General Meeting;
6. Trust Deed;
7. Relevant Accounting Standards as prescribed by the Central Government;
8. Detailed terms and conditions of the scheme as approved by Compensation Committee;
9. Exercise Price / Pricing formula;



10. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
11. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
12. Other relevant document/ filing/ records/ information as sought and made available to us and the explanations provided by the Company.

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company is in the process of implementation of the "Zen Technologies Limited Employee Stock Option Plan-2021" Employee Stock Option Scheme in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company in the General Meeting(s).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. My responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

Date: 05.08.2023

Place: Hyderabad



CS N. VANITHA
Company Secretary in Practice
ACS No. 26859
CP No. 10573
UDIN: A026859E000741837