

THE WAY IS IN THE TRAINING

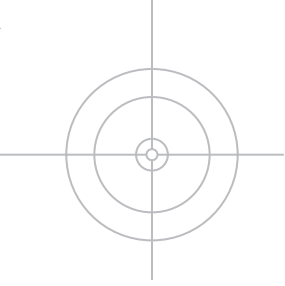


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being there...

ZEN TECHNOLOGIES LIMITED



THE WAY IS IN THE TRAINING



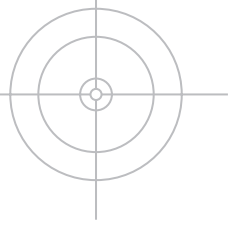
Zen (zen) n. [[Jpn <Chin ch'an, ult. <Sans dhyāna, thinking, meditation]] a sect of Buddhism, seeks to attain an intuitive illumination of mind and spirit through meditation.

- From Webster's New World Dictionary

being there...

Our training simulators project situations realistically. The combat situations are patterned in such a way that the trainee benefits immensely. It is said that the best training is actual combat experience in a battlefield. Zen simulators artificially duplicate the actual combat scenarios so realistically that personnel trained get the feeling of actually **being there...**





OUR PRODUCTS

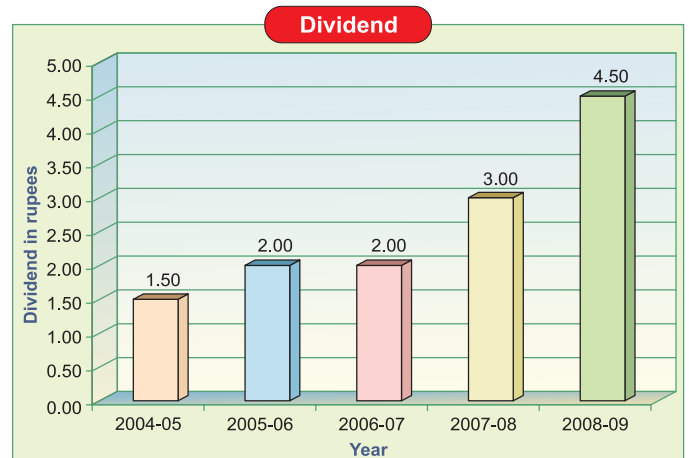
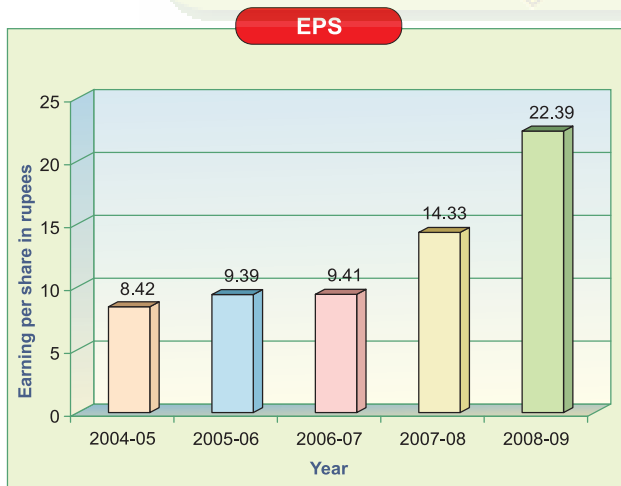
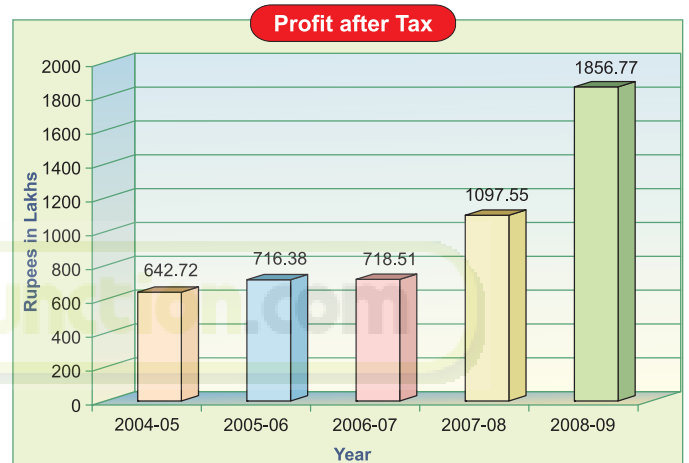
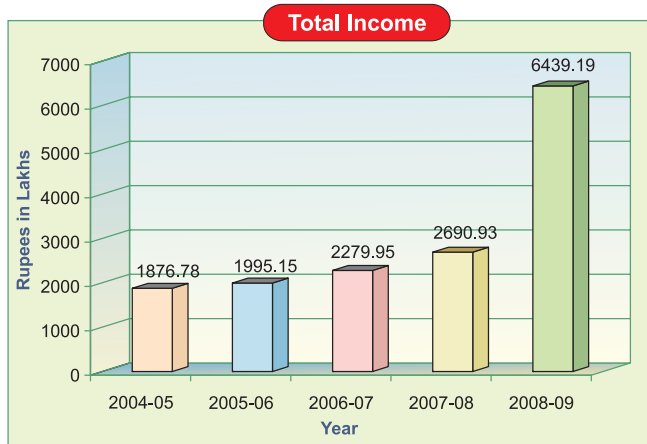
Zen has been at the forefront of applying new technologies and developing new products and is actively involved in indigenisation of technologies, which are helpful for Indian Security Forces and civilian simulation market.

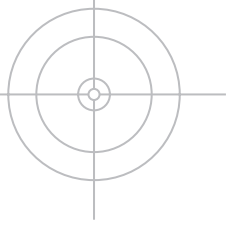
LIST OF PRODUCTS

- Zen Advanced Weapon Simulator (Zen AWeSim)
- Zen Small Arms Training Simulator (Zen SATS)
- Zen Hand Grenade Simulator (Zen HE36S)
- Zen Driving Training Simulator (Zen DTS)
- Zen BMP-II Driving Simulator (Zen BMP - II DS)
- Zen Forward Observer Simulator (Zen FOS)
- Zen Driving Simulator (Zen DS)
- Zen Tactical Engagement Simulator (Zen TacSim)
- Zen Anti-Tank Guided Missile Simulator (Zen ATGM Sim)
- Zen Tank Simulator (Zen TankSim)
- Zen BMP-II Integrated Missile Simulator (Zen BMP - II IMS)



PERFORMANCE OF THE COMPANY AT A GLANCE



**Registered Office**

C-63, Industrial Estate
Sanathnagar, Hyderabad-500018, A P, INDIA
Phone : +91- 40 - 23814894, 23813294
Fax : +91- 40 - 23813694
Email id : info@zentechnologies.com
Website : www.zentechnologies.com

Board of Directors

Mr Ashok Atluri	-	Chairman and Managing Director
Mr Midathala Ravi Kumar	-	Whole-Time Director
Dr Pamidi Kotaiah	-	Director
Cmdr Sarvotham Rao	-	Director
Mr Davuluri Satish Babu	-	Director
Mr Utpal Sheth	-	Director

Company Secretary

Mrs Y Shobha Rani

Auditors

Gokhale & Co.,
Chartered Accountants
Basheerbagh, Hyderabad-500 029

Bankers

Indian Bank

R & D Division

B-42, Industrial Estate
Sanathnagar, Hyderabad-500018, A P, INDIA
Phone : +91- 40 - 23814894, 23813294
Fax : +91- 40 - 23813694

Registrars

Sathguru Management Consultants Private Limited
Plot No.15, Hindi Nagar
Behind Saibaba Temple
Punjagutta, Hyderabad - 500 034
Phone : +91- 40 - 2335 6507 / 6975 / 0586
Fax : +91- 40 - 2335 4042
Email id : sta@sathguru.com

Listing

Inter-connected Stock Exchange of India Limited

Permitted Trading

Bombay Stock Exchange Limited, Mumbai

BOARD COMMITTEES

Audit Committee

Dr Pamidi Kotaiah - Chairman
Cmde Sarvotham Rao - Member
Mr Davuluri Satish Babu - Member

Selection Committee

Mr Davuluri Satish Babu - Chairman
Dr Pamidi Kotaiah - Member
Mr Midathala Ravi Kumar - Member
Mr Feroz Bhote - External Expert

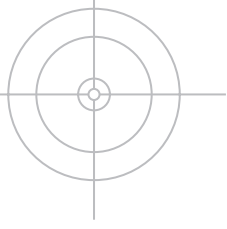
Share Transfer & Investor

Mr Davuluri Satish Babu - Chairman

Grievance Committee

Mr Ashok Atluri - Member
Mr Midathala Ravi Kumar - Member





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* The ECS Mandate form, Proxy form and Attendance Slip are sent along with Annual Report

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of Zen Technologies Limited will be held on Thursday, 24 September 2009, at 9.30 a.m. at B-42, Industrial Estate, Sanathnagar, Hyderabad - 500 018, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31 March 2009, the Profit and Loss Account for the year ended on that date together with the Reports of Directors' and Auditors thereon.
2. To declare dividend for the financial year ended 31 March 2009.
3. To appoint a Director in place of Mr D Satish Babu, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Gokhale & Co., Chartered Accountants, Hyderabad as Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII to the Companies Act, 1956, consent of the Company be and is hereby accorded, for the re-appointment of Mr M Ravi Kumar as Whole-time Director, made by the Board of Directors at their Meeting held on 30 October 2008 for a period of five years with effect from 29 June 2008 as per the following terms and conditions.

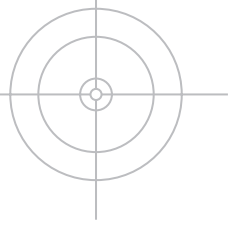
SALARY : Rs 1,25,000/- (Rupees one lakh twenty five Thousand only) per month.

PERQUISITES : In addition to the above, he shall be entitled to the following perquisites classified into three categories A, B & C as follows:

CATEGORY – A

The following perquisites given in this Category will be allowed in addition to the salary and restricted to a maximum amount of Rs 10,00,000/- (Rupees Ten lakhs only) per annum.

- a) House Rent Allowance: House Rent Allowance at the rate of forty percent of salary (40%). The expenditure incurred by the company on gas, electricity, water and furnishing shall be evaluated as per the Income Tax Rules, 1962 subject to a ceiling of ten percent of the salary (10%).
- b) Medical Reimbursement: Expenses incurred for self and family, subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- c) Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules specified by the Company.
- d) Club Fee: Fee of clubs subject to maximum of two clubs. This will not include admission and life membership fees.
- e) Personal Accident Insurance: As per company's policy.



CATEGORY – B

- f) The Company's contribution to provident fund, superannuation fund or annuity fund shall be in accordance with the rules and regulations of the Company. Such contribution will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- g) Gratuity at the rate not exceeding half month's salary for each completed year of service.

CATEGORY – C

- h) Car for the purpose of Company's business and telephone(s) at residence will be provided. The Company will bill personal long distance calls on the telephone(s) and use of car for personal purposes. The provisions for car and telephone will not be considered as perquisites.

OTHER TERMS:

- i) One month's leave with full pay and allowance for every eleven months of service. Leave accumulated but not availed of at the time of retirement or superannuation or otherwise shall be allowed to be encashed.
- j) Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the Company.
- k) Mr M Ravi Kumar shall not, so long as he functions as the Whole-time Director, be entitled to receive any fee for attending any meeting of the Board or Committee thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the aggregate remuneration inclusive of salary and other benefits to Mr M Ravi Kumar shall always be within the overall ceiling laid down in Section 198, 309 and other applicable provisions of the Companies Act 1956.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, in any financial year during the tenure of Whole-time Director, salary, perquisites and other allowances subject to the limits stipulated under Schedule XIII read with Section 269 and 309 of the Companies Act 1956, is payable.

- 6. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded for the re-appointment of Mr Ashok Atluri as Managing Director for a further period of five years with effect from 1 November 2009, on the following terms and conditions:

SALARY : Rs 2,00,000/- (Rupees Two lakhs only) per month.

COMMISSION : Commission @ 3% on the net profits of the Company calculated as per the provisions of Section 349 & 350 of the Companies Act, 1956.

PERQUISITES : In addition to the above, he shall be entitled to the following perquisites classified into three categories A, B & C as follows: