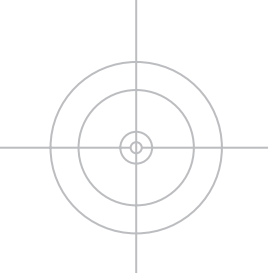


THE WAY IS IN THE TRAINING



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.

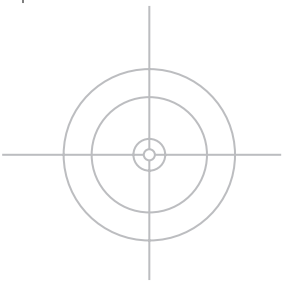
- *From Webster's New World Dictionary*



## 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...**





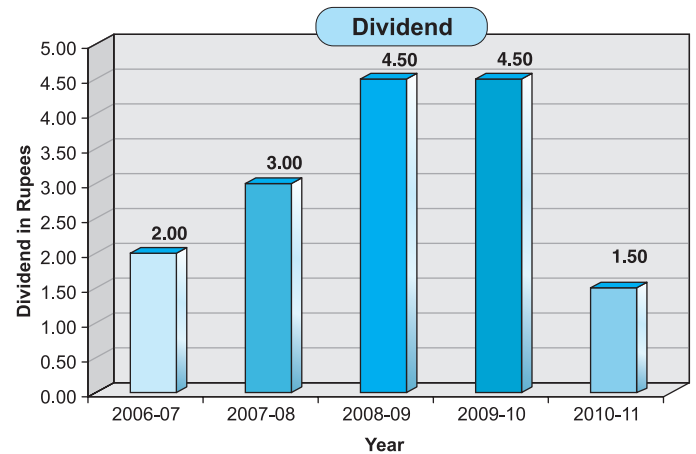
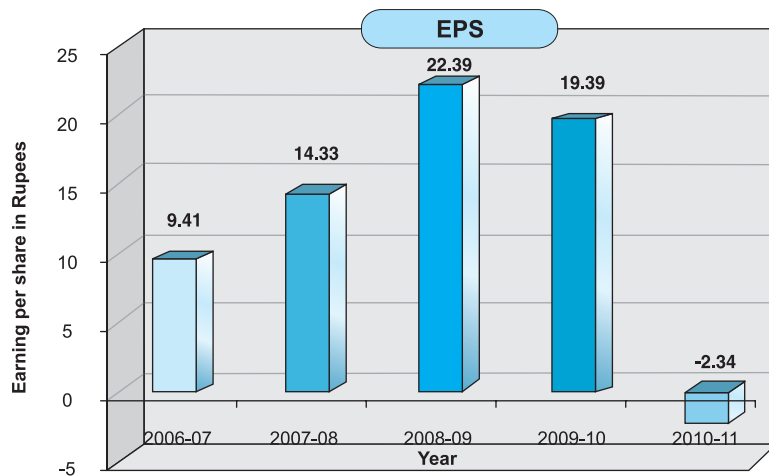
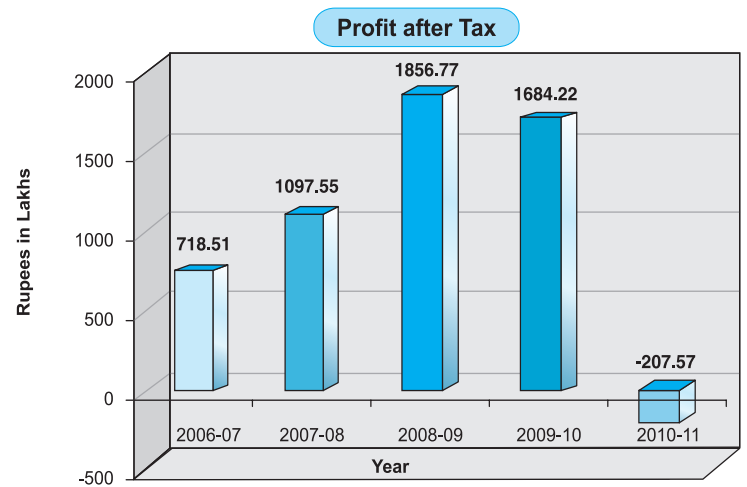
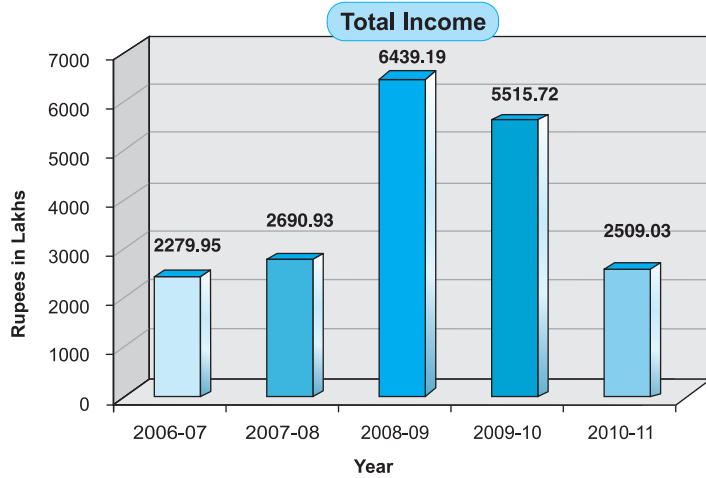
## OUR PRODUCTS

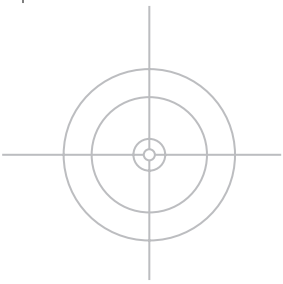
Zen has been at the forefront of applying new technologies and developing new products and is actively involved in indigenisation of technologies, which are helpful for Indian Security Forces and civilian simulation market.

### LIST OF PRODUCTS

- [Zen Advanced Weapon Simulator \(Zen AWeSim\)](#)
- [Zen Small Arms Training SimulatorSL \(Zen SATSSL\)](#)
- [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 BMP-II Integrated Missile Simulator \(Zen BMP - II IMS\)](#)
- [Zen Tank Gunnery / Crew Gunnery Simulator](#)
- [Zen Tank Driving Simulator](#)
- [Zen Combat Training Simulator System \(Zen CTSS\)](#)
- [Zen Bus Simulator \(Zen BusSim\)](#)
- [Zen 81mm Integrated Mortar Simulator \(Zen 81mm IMS\)](#)
- [Zen Mining Equipment Training Simulator \(Zen METS\)](#)

## PERFORMANCE OF THE COMPANY AT A GLANCE



**Registered Office**

B-42, 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

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**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

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**President**

A. Kishore Dutt

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**Vice President - Marketing**

Col. Sanjay Pande

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**Vice President-Finance**

Mr. Vishnu Yarmaneni (resigned w.e.f Feb. 2011)

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**General Manager - Finance**

Mr. Satyanarayana .S. (w.e.f . May 30, 2011)

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**Company Secretary**

Mrs Ritu Tiwary

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**Auditors**

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

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**Bankers**

Indian Bank

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**R & D Division**

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

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**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 - 4004 0554  
Email id : sta@sathguru.com

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**Listing**

Inter-connected Stock Exchange of India Limited  
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 Grievance Committee

- Mr Davuluri Satish Babu - Chairman
- Mr Ashok Atluri - Member
- Mr Midathala Ravi Kumar - Member

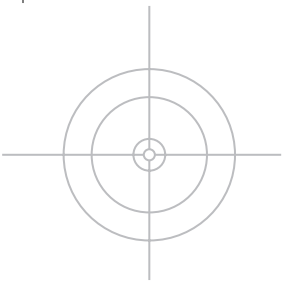
### Remuneration Committee

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

### Compensation Committee

- Mr Ashok Atluri - Chairman
- Mr Davuluri Satish Babu - Member
- Dr Pamidi Kotaiah - Member





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* The ECS Mandate form, Proxy form, Attendance Slip and Road Map	



## NOTICE

Notice is hereby given that the 18th Annual General Meeting of Company will be held on Saturday, September 24, 2011 at 9.30 a.m. at B-42, Industrial Estate, Sanathnagar, Hyderabad - 500 018, to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2011 and Profit and Loss account for the year ended on that date along with the reports of Directors and Auditors thereon
2. To declare dividend for the financial year ended March 31, 2011
3. To appoint a Director in place of Cmde Sarvotham Rao, who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint M/s Gokhale & Co. Memb No.23839, Firm Regn No.000942S Chartered Accountants, Hyderabad as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remuneration

### SPECIAL BUSINESS:

5. Delisting of Equity shares from Inter Connected Stock Exchange Ltd., Mumbai  
To consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:-

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactments thereof for the time being in force), Securities Contracts (Regulation) Act, 1956, and the Rules framed thereunder, Listing agreements, and all other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by the resolution), the consent of the company be and is hereby accorded to the Board to delist the Equity shares of the Company from Inter Connected Stock Exchange Ltd., Mumbai.

**RESOLVED FURTHER THAT** Mr. Ashok Atluri, Chairman and Managing Director, and / or Ms Ritu Tiwary, Company Secretary, be and are hereby authorized severally to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

By order of the Board  
for Zen Technologies Limited

Hyderabad  
Date: August 10, 2011

Ritu Tiwary  
Company Secretary

### Important Communiqué to Members - Green Initiative in Corporate Governance

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to their Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form, to the Members via email. The email addresses have been provided by the R&T Agent/the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while Members holding shares in demat form can intimate/update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time.



## ANNEXURE TO THE NOTICE

### NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and to vote on a poll instead of himself / herself. A proxy need not be a member of the Company. Proxy form duly filled in should be deposited at the Company's registered office at least 48 hours before the commencement of the meeting.
2. Members/proxies are requested to bring their copies of Annual Report and the attendance slip duly filled in. Members holding shares in D-mat form shall write their Client ID and DP ID No. and those holding in Physical form to write their Folio No. in the attendance slip for attending the meeting. Copies of Annual Reports will not be provided at the meeting.
3. An explanatory statement pursuant to section 173(2) of the Companies Act, 1956 relating to items of Special Business to be transacted at the meeting is annexed hereto.
4. Voting by show of hands unless a poll is demanded by a member/members present in person, or by proxy, holding at least one-tenth of the total shares entitled to vote on the resolution, or by those holding paid up capital of at least Rs 50,000/-. A proxy shall not vote except on poll.
5. The Register of Members and Share Transfer books of the Company will remain closed from September 21, 2011 to September 24, 2011 (both the days inclusive).
6. Members holding shares in physical form are requested to notify/send any change in their address and update the Bank account details to the Company's Share Transfer Agents or to the Company at its Registered Office. Members having shares in electronic form may inform the same to their depository participants immediately so as to enable the Company to dispatch dividend warrants to their correct address.
7. Subject to the provisions of Section 206A of the Companies Act, 1956, dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after October 03, 2011 to those members whose names appear on the Register of Members as on September 21, 2011. In respect of shares held in electronic form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories for this purpose.
8. The Company has transferred the unpaid/unclaimed dividend to the "Investors Education and Protection Fund in December, 2010 for the financial year 2002-03. The Company will be transferring the unpaid/unclaimed dividend declared for the financial year 2003-04 in October 2011. Please note that once the unclaimed dividend is transferred to the aforesaid 'Investors Education and Protection Fund' of the Central Government, no claim shall lie in respect thereof. Last date for claiming the same is September 29, 2011. Shareholders who have not encashed the dividend warrant(s) so far, with regard to the final dividends for the financial years 2004-05, 2005-06, 2006-07, 2007-08, 2008-09 and 2009-10 are requested to either correspond with the Company's Registrar and Share Transfer Agent (Sathguru Management Consultants Pvt. Ltd) or the Company at its Registered Office.
9. Additional information on the Directors seeking re-appointment at the ensuing Annual General Meeting.

Cmde Sarvotham Rao has served in Indian Navy, Ordnance Factories, Naval Armament, Missile & Torpedo Depot and Bharat Dynamics Limited (BDL).

Cmde Rao has specialized in Quality Assurance of Armament, Torpedoes and Missiles. He is a post graduate in Armament Technology and trained on Torpedoes in UK for 6 months. He was a faculty member at the Institute of Armament Technology for 3 years and served his last 4 years in the Navy in the Research & Development establishment to develop under water weapons before joining Bharat Dynamics Limited.