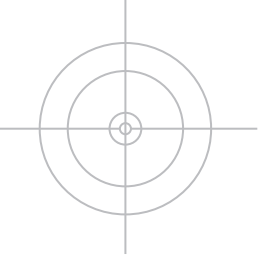


THE WAY IS IN THE TRAINING



being there...

**ZEN TECHNOLOGIES LIMITED**



## T H E   W A Y   I S   I N   T H E   T R A I N I N G



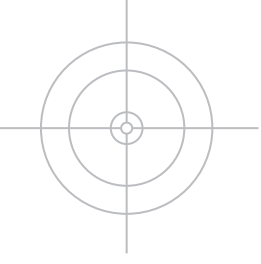
**Zen** (zen) n. [[Jpn <Chin *ch'an*, ult. <Sans *dhyāna*, thinking, meditation]] a sect of Buddhism, seeks to attain an intuitive illumination of mind and spirit through meditation.

- 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

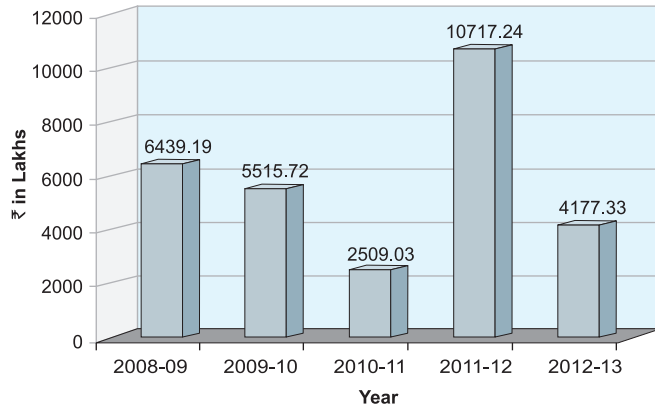
Zen has been at the forefront of applying new technologies and developing new products and is actively involved in indigenisation of technologies, which are helpful for Indian Security Forces and civilian simulation market.

### LIST OF PRODUCTS

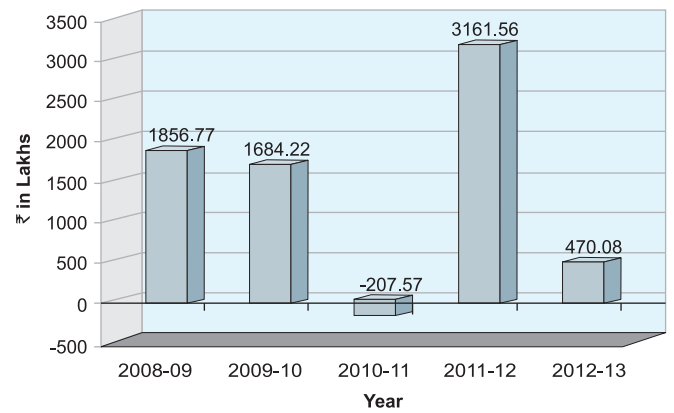
- Zen Advanced Weapon Simulator (Zen AWeSim)
- Zen Small Arms Training Simulator-SL (Zen SATS-SL)
- Zen Hand Grenade Simulator (Zen HE36S)
- Zen Driving Training Simulator (Zen DTS)
- Zen BMP-II Driving Simulator (Zen BMP - II DS)
- Zen Artillery Forward Observer Simulator (Zen ArtyFOS)
- Zen Driving 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 Driving Simulator (Zen BusSim)
- Zen 81mm Mortar Integrated Simulator (Zen 81mm MIS)
- Zen Smart Target System (Zen STS)
- Zen Multi-Mode Hand Grenade (Zen MMHG)
- Zen Multi-Functional Target System (ZEN MFTS)
- Zen Infantry Weapon Training Simulator (Zen IWTS)
- Zen Unmanned Aerial Vehicle Simulator (Zen UAV Sim)
- Zen Automated Driving Simulator (ZEN ADS)
- Zen Driver Aptitude Testing System (ZEN DATS)
- Zen Dumper Training Simulator
- Zen Dozer Training Simulator
- Zen Excavator Training Simulator

## PERFORMANCE OF THE COMPANY AT A GLANCE

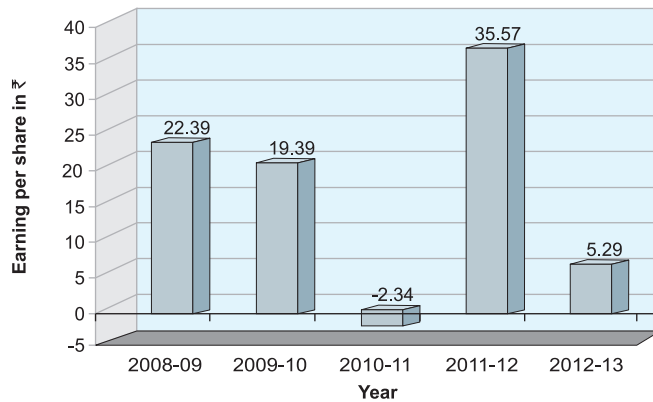
**Total Income**



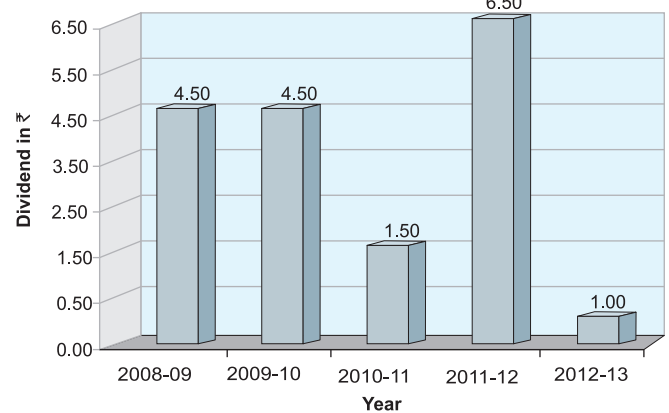
**Profit after Tax**

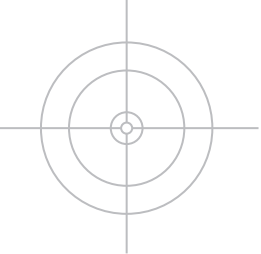


**EPS**



**Dividend**



**Registered Office**

B-42, Industrial Estate  
Sanathnagar, Hyderabad-500018, A P, INDIA  
Phone : +91- 40 - 23813281, 23812894  
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 (up to 27 September 2012)  
Cmde Sarvotham Rao – Director  
Mr Davuluri Satish Babu – Director  
Mr Utpal H Sheth – Director  
Mr Gajjala Prasad – Additional Director (w.e.f 9 November 2012)

**President**

Mr A Kishore Dutt

**General Manager - Finance**

Mr Satyanarayana S

**Company Secretary**

Ms M Amala

**Statutory Auditors**

Gokhale & Co.,  
Chartered Accountants  
3-6-322, Off.306, Mahavir House  
Basheerbagh, Hyderabad-500 029  
Phone : +91- 40 – 23221167 / 23228874  
Email : gokhaleandco@ymail.com

**Banker**

Indian Bank

**R & D Division**

B-42, Industrial Estate  
Sanathnagar, Hyderabad-500018, A P, INDIA  
Phone : +91- 40 - 23813281, 23812894  
Fax : +91- 40 - 23813694

**Registrar and Share  
Transfer Agents**

Karvy Computershare Private Limited  
Plot No. 17 to 24, Vithal Rao Nagar,  
Madhapur, Hyderabad - 500081  
Phone : 91- 40 - 44655000  
Fax : 91- 40 - 23420814  
Email id : einward.ris@karvy.com

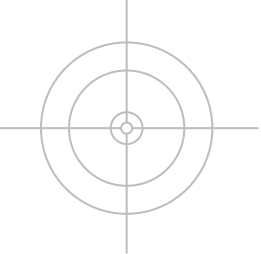
**Listed with**

Bombay Stock Exchange Limited, Mumbai

## BOARD COMMITTEES

<b>Audit Committee</b>	Dr Pamidi Kotaiah	-	Chairman (up to 27 September 2012)
	Mr Gajjala Prasad	-	Chairman (w.e.f 9 November 2012)
	Cmde Sarvotham Rao	-	Member
	Mr Davuluri Satish Babu	-	Member
<b>Share Transfer &amp; Investors'</b>	Mr Davuluri Satish Babu	-	Chairman
<b>Grievance Redressal Committee</b>	Mr Ashok Atluri	-	Member
	Mr Midathala Ravi Kumar	-	Member
<b>Remuneration Committee</b>	Cmde Sarvotham Rao	-	Chairman
	Dr Pamidi Kotaiah	-	Member (up to 27 September 2012)
	Mr Gajjala Prasad	-	Member (w.e.f 9 November 2012)
	Mr Davuluri Satish Babu	-	Member
<b>Compensation Committee</b>	Mr Ashok Atluri	-	Chairman
	Mr Davuluri Satish Babu	-	Member
	Dr Pamidi Kotaiah	-	Member (up to 27 September 2012)
	Mr Gajjala Prasad	-	Member (w.e.f 9 November 2012)
<b>Selection Committee</b>	Mr Davuluri Satish Babu	-	Chairman
	Dr Pamidi Kotaiah	-	Member (up to 27 September 2012)
	Mr Gajjala Prasad	-	Member (w.e.f 9 November 2012)
	Mr Midathala Ravi Kumar	-	Member
	Mr Feroz Bhote	-	External Expert





## CONTENTS

## PAGE NO.

Notice	1
Directors' Report	9
Management Discussion and Analysis Report	15
Corporate Governance Report	19
Certification by Chief Executive Officer and Chief Financial Officer	31
Auditors' Certification on Corporate Governance	32
Secretarial Auditors' Report	33
Independent Auditors' Report on Financial Statements	35
Balance Sheet as at 31 March 2013	39
Statement of Profit and Loss for the year ended 31 March 2013	40
Notes on Financial Statements	41
Cash Flow Statement for the year ended 31 March 2013	61
Independent Auditors' Report on Consolidated Financial Statements	63
Consolidated Balance Sheet as at 31 March 2013	64
Consolidated Statement of Profit and Loss for the year ended 31 March 2013	65
Notes on Consolidated Financial Statements	66
Consolidated Cash Flow Statement for the year ended 31 March 2013	87

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



## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Company will be held on Saturday the 28 September 2013 at 10.30 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 2013, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.
2. To declare dividend for the financial year ended 31 March 2013.
3. To resolve not to fill the vacancy for the time being in the Board caused by the retirement of Mr D Satish Babu, who retires by rotation and does not seek reappointment.
4. To resolve not to fill the vacancy for the time being in the Board caused by the retirement of Mr Utpal H Sheth, who retires by rotation and does not seek reappointment.
5. To appoint M/s Gokhale & Co., Chartered Accountants, Hyderabad, Firm Regn No.000942S 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:

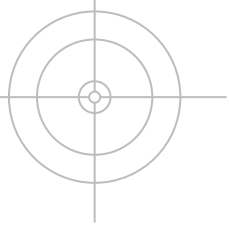
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr Gajjala Prasad who was appointed as an Additional Director on the Board of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 read with Article 56 of the Articles of Association of the Company, by the Board of Directors in their meeting held on 9 November 2012 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a Member, proposing his candidature for the office of Director, pursuant to the provisions of Section 257 of the Companies Act, 1956 and who is eligible for appointment to the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 311 read with Schedule XIII as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such consents, sanctions, approvals and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded for the reappointment and revision in terms of reappointment of Mr M Ravi Kumar as Whole time Director of the Company for a period of three years with effect from 29 June 2013 on the following terms and conditions as recommended by the Remuneration Committee and approved by the Board of Directors:

**SALARY:** ₹ 2,00,000/- (Rupees Two Lakhs 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**

In this Category the following perquisites given will be allowed in addition to the salary and restricted to a maximum amount of ₹ 15,00,000/- (Rupees Fifteen 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 Insurance: As provided by the companies' group mediclaim policy insurance coverage upto a maximum of ₹ 5,00,000/- per annum.
- c) Leave Travel Concession: For self and family, once 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 in the previous financial year will be carried forward to next financial year.
- 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