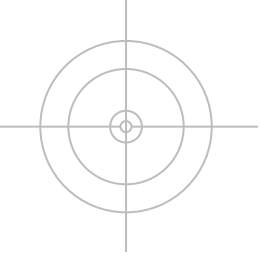


THE WAY IS IN THE TRAINING



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



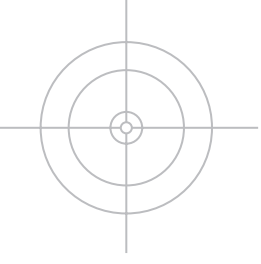
Zen (zen) n. [[Jpn <Chin ch'an, ult. <Sans dhyāna, thinking, meditation]] a sect of Buddhism, seeks to attain an intuitive illumination of mind and spirit through meditation.

- 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

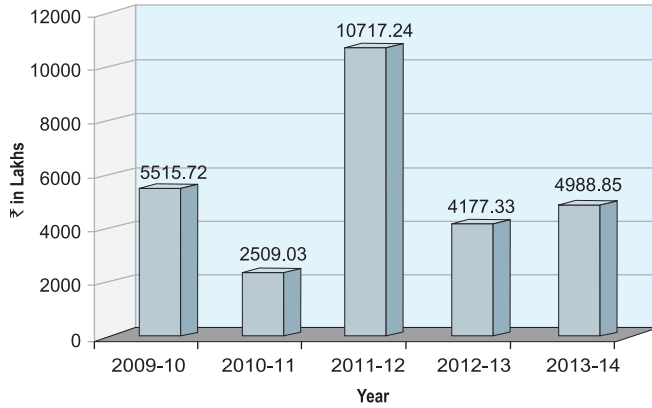
Zen has been at the forefront of applying new technologies and developing new products and is actively involved in indigenisation of technologies, which are helpful for Indian Security Forces and civilian simulation market.

### LIST OF PRODUCTS

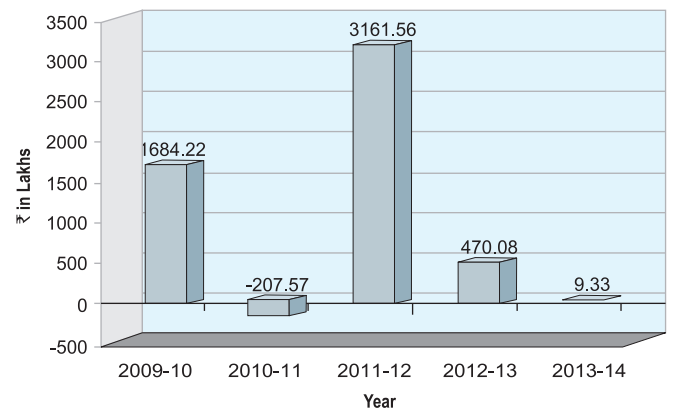
- Zen Advanced Weapon Simulator (Zen AWeSim)
- Zen Small Arms Training Simulator-SL (Zen SATS-SL)
- Zen Hand Grenade Simulator (Zen HE36S)
- Zen Driving Training Simulator (Zen DTS)
- Zen BMP-II Driving Simulator (Zen BMP - II DS)
- Zen Artillery Forward Observer Simulator (Zen ArtyFOS)
- Zen Driving Simulator (Zen DS) & Zen Automated Driving Simulator (ZEN ADS)
- 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
- Zen Medium Machine Gun Simulator (ZEN MMG Sim)
- Zen Automatic Grenade Launcher Simulator (ZEN AGL Sim)
- Zen Tank Zeroing Simulator (ZEN TZS)
- Zen Armour Combat Training Systems (ZEN ACTS)

## PERFORMANCE OF THE COMPANY AT A GLANCE

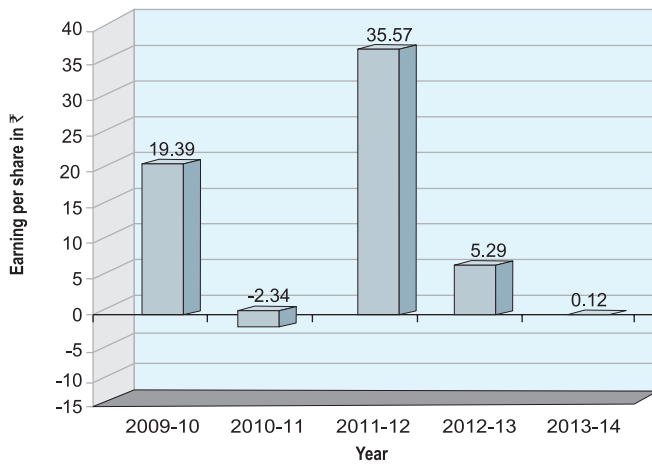
Total Income



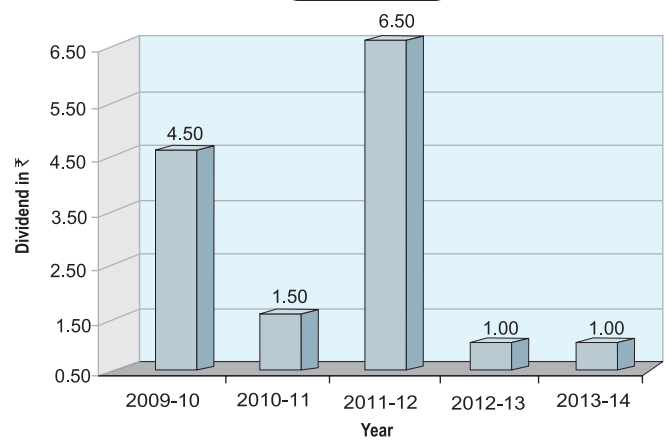
Profit after Tax

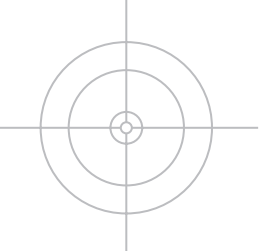


EPS



Dividend



**Registered Office**

B-42, Industrial Estate  
Sanathnagar, Hyderabad-500018, Telangana, INDIA  
CIN : L72200TG1993PLC015939  
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  
Cmde Sarvotham Rao – Director  
Mr Davuluri Satish Babu – Director (up to 28 September 2013)  
Mr Utpal H Sheth – Director (up to 28 September 2013)  
Mr Gajjala Prasad – Director  
Mrs Madati Sridevi – Additional Director (w.e.f. 5 February 2014)

**President**

Mr A Kishore Dutt

**Company Secretary**

CS 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, Telangana, INDIA  
Phone : +91- 40 - 23813281, 23812894  
Fax : +91- 40 - 23813694

**Registrar and Share  
Transfer Agents**

Karvy Computershare Private Limited  
Unit: Zen Technologies 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**

BSE Limited, Mumbai

## BOARD COMMITTEES

### Audit Committee

|                         |   |                                  |
|-------------------------|---|----------------------------------|
| Mr Gajjala Prasad       | - | Chairman                         |
| Cmde Sarvotham Rao      | - | Member                           |
| Mr Davuluri Satish Babu | - | Member (up to 28 September 2013) |
| Mr Ashok Atluri         | - | Member (w.e.f. 19 October 2013)  |

### Stakeholders Relationship Committee

|                         |   |                                    |
|-------------------------|---|------------------------------------|
| Mr Davuluri Satish Babu | - | Chairman (up to 28 September 2013) |
| Mr Gajjala Prasad       | - | Chairman (w.e.f. 5 February 2014)  |
| Mr Ashok Atluri         | - | Member                             |
| Mrs Madati Sridevi      | - | Member (w.e.f. 5 February 2014)    |

### Nomination and Remuneration Committee

|                         |   |                                  |
|-------------------------|---|----------------------------------|
| Cmde Sarvotham Rao      | - | Chairman                         |
| Mr Gajjala Prasad       | - | Member                           |
| Mr Davuluri Satish Babu | - | Member (up to 28 September 2013) |
| Mrs Madati Sridevi      | - | Member (w.e.f. 5 February 2014)  |
| Mr Ashok Atluri         | - | Member (w.e.f. 24 May 2014)      |

### Corporate Social Responsibility Committee

|                   |   |  |
|-------------------|---|--|
| Mr Gajjala Prasad | - | Chairman ( <b>Constituted in the Board Meeting held on 24 May 2014</b> ) |
| Mr Ashok Atluri   | - | Member   |
| Mr M Ravi Kumar   | - | Member   |

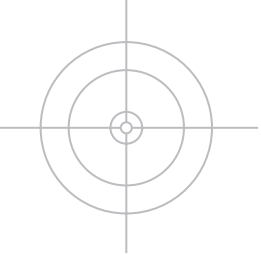
### Compensation Committee

|                         |   |                                  |
|-------------------------|---|----------------------------------|
| Mr Ashok Atluri         | - | Chairman                         |
| Mr Davuluri Satish Babu | - | Member (up to 28 September 2013) |
| Mr Gajjala Prasad       | - | Member                           |
| Mrs Madati Sridevi      | - | Member (w.e.f. 5 February 2014)  |

### Selection Committee

|                         |   |                                 |
|-------------------------|---|---------------------------------|
| Mr Gajjala Prasad       | - | Chairman                        |
| Mr Midathala Ravi Kumar | - | Member                          |
| Mrs Madati Sridevi      | - | Member (w.e.f. 5 February 2014) |





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## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting (AGM) of the Company will be held on Saturday the 27 September 2014 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 Financial Statements of the Company for the year ended 31 March 2014 including Audited Balance Sheet as at 31 March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors' and Auditors' thereon.
2. To declare dividend for the financial year ended 31 March 2014.
3. To appoint a Director in place of Mr M Ravi Kumar (DIN: 00089921), who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Statutory Auditors of the Company.

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 Section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, M/s Gokhale & Co., Chartered Accountants, Hyderabad, Firm Regn No.000942S, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this 21<sup>st</sup> AGM till the conclusion of 24<sup>th</sup> AGM (subject to ratification by the members at every AGM) and that the Board of Directors be and is hereby authorized to fix their remuneration for the period".

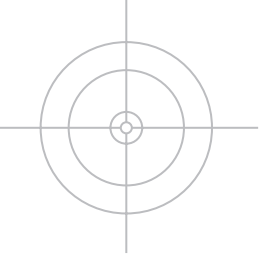
### SPECIAL BUSINESS:

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 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV thereto; Cmde Sarvotham Rao (DIN: 00015530), who was appointed as Director of the Company liable to retire by rotation under erstwhile Companies Act, 1956 and holds office as Independent Director of the Company under Clause 49 of the Listing Agreement with the Stock Exchange and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 29 June 2015, not liable to retire by rotation."

6. 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 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV thereto; Mr Gajjala Prasad (DIN: 00026718), who was appointed as Director of the Company liable to retire



by rotation under erstwhile Companies Act, 1956 and holds office as Independent Director of the Company under Clause 49 of the Listing Agreement with the Stock Exchange and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years up to 31 March 2017, not liable to retire by rotation."

7. 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 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV thereto; Mrs Madati Sridevi (DIN: 02446610), who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 5 February 2014 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and who holds office up to the date of this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years up to 31 March 2017, not liable to retire by rotation."

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

"**RESOLVED THAT** pursuant to Sections 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereto and subject to such other approvals or permissions as may be necessary, consent of the members of the Company be and is hereby accorded for reappointment of Mr Ashok Atluri (DIN: 00056050), as the Managing Director of the Company for a period of 5 years with effect from 1 November 2014 (i.e., 1 November 2014 to 31 October 2019) on the following terms and conditions:

**A. BASIC SALARY:** ₹ 3,00,000/- (Rupees Three Lakhs only) per month.

**B. PERQUISITES AND ALLOWANCES:** In addition to the aforesaid salary, Mr Ashok Atluri shall also be entitled to the following perquisites and allowances classified into three categories I, II & III as follows:

#### **CATEGORY – I**

The following perquisites and allowances given in this Category will be allowed in addition to the basic salary and restricted to a maximum amount of ₹ 22,00,000/- (Rupees Twenty Two lakhs only) per annum.

- a) **House Rent Allowance:** House Rent Allowance at the rate of forty percent of basic salary (40%). The expenditure incurred by the company on gas, electricity, water and furnishing shall be evaluated as per the Income Tax Rules, 1962 or any modification thereof subject to a ceiling of ten percent of the basic salary (10%).
- b) **Mediclaime Policy Premium:** As provided by the Company group mediclaime policy, insurance coverage upto a maximum of ₹ 5,00,000/- per annum.