

being there...

ZEN TECHNOLOGIES LIMITED

(ISO : 9001 : 2008 & ISO 27001 : 2005 Certified)
Regd. Office : B-42, Industrial Estate, Sanathnagar
Hyderabad - 500 018, Telangana, INDIA
Phone : +91 40 23813281, 23811205, 23811206
Phone : +91 40 23812894, Fax : +91 40 23813694/4894
E-mail : info@zentechnologies.com
Website : www.zentechnologies.com
Corporate Identity Number : L72200TG1993PLC015939

Ref/Zen/BSE/2014-15/140918

Date: 18 September 2014

To
The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

Dear Sir/Madam,

Sub: Results of Postal Ballot

Ref: Scrip code 533339

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, approval of the Members of the Company was sought by Postal Ballot on 1 (One) Ordinary Resolution and 4 (Four) Special Resolutions proposed in Postal Ballot Notice dated 9 August 2014.

Mr Mahadev Tirunagari, Practicing Company Secretary was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Based on the report submitted by the Scrutinizer, results are announced. Please find attached the Results of the Postal Ballot along with Scrutinizer's Report.

This is for your information and record.

Thanking you
Yours sincerely,
For Zen Technologies Limited



M Anala
Company Secretary
Encl: A/a

Encl: 1. Results of Postal Ballot
2. Scrutinizer Report



ZEN TECHNOLOGIES LIMITED

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RESULTS OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, approval of the Members of the Company was sought by Postal Ballot on 1 (One) Ordinary Resolution and 4 (Four) Special Resolutions proposed in Postal Ballot Notice dated 9 August 2014.

Mr Mahadev Tirunagari, Practicing Company Secretary was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Based on the report submitted by the Scrutinizer, following results are announced:

Item No. 1: Sub-division of each equity share of ₹10/- into 10 equity shares of ₹1/- each fully paid-up – Ordinary Resolution

Total No. of Ballot forms received both physical and e-voting as follows:

S. No	Particulars	Physical	Electronic	Total
(a)	Total postal ballot forms received	24	14	38
(b)	Total number of votes cast	2544550	1351878	3896428
(c)	Less: Abstained / Invalid no. of votes	0	0	0
(d)	Valid no. of votes cast (Net)	2544550	1351878	3896428
(e)	Total no. of votes with assent for the Resolution	2544441	1351878	3896319
(f)	Total no. of votes with dissent against the Resolution	109	0	109

Details of the voting result as per Clause 35A of the Listing Agreement:

Promoter /Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4592257	3852450	83.890	3852450	0	100.000	0.000
Public Institutional holders	12566	0	0.000	0	0	0.000	0.000
Public - Others	3111183	43978	1.409	43869	109	99.752	0.248
Total	7716006	3896428	50.498	3896319	109	99.997	0.003

The Ordinary Resolution under Item no. 1 of the Postal Ballot Notice dated 9 August 2014 has therefore, been approved by the Members with requisite majority.

Item No. 2: Amendment to Clause V of the Memorandum of Association of the Company – Special Resolution

Total No. of Ballot forms received both physical and e-voting as follows:

S. No	Particulars	Physical	Electronic	Total
(a)	Total postal ballot forms received	24	14	38
(b)	Total number of votes cast	2544550	1351878	3896428
(c)	Less: Abstained / Invalid no. of votes	0	0	0
(d)	Valid no. of votes cast (Net)	2544550	1351878	3896428
(e)	Total no. of votes with assent for the Resolution	2544541	1351878	3896419
(f)	Total no. of votes with dissent against the Resolution	9	0	9

Works : Plot No. 35, 36 & 37, Kancha Imarath, Near Ravirala Village, Hardware Park, Ranga Reddy District - 501 510. Telangana





Details of the voting result as per Clause 35A of the Listing Agreement:

Promoter /Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4592257	3852450	83.8901	3852450	0	100.0000	0.0000
Public Institutional holders	12566	0	0.0000	0	0	0.0000	0.0000
Public - Others	3111183	43978	1.4135	43969	9	99.9795	0.0205
Total	7716006	3896428	50.4980	3896419	9	99.9997	0.0003

The Special Resolution under Item no. 2 of the Postal Ballot Notice dated 9 August 2014 has therefore, been approved by the Members with requisite majority.

Item No. 3: Alteration of Articles of Association of the Company - Special Resolution

Total No. of Ballot forms received both physical and e-voting as follows:

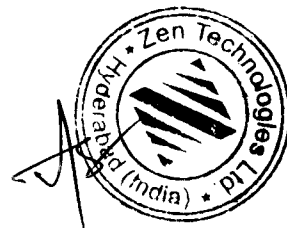
S. No	Particulars	Physical	Electronic	Total
(a)	Total postal ballot forms received	24	14	38
(b)	Total number of votes cast	2544550	1351878	3896428
(c)	Less: Abstained / Invalid no. of votes	0	0	0
(d)	Valid no. of votes cast (Net)	2544550	1351878	3896428
(e)	Total no. of votes with assent for the Resolution	2544531	1351878	3896409
(f)	Total no. of votes with dissent against the Resolution	19	0	19

Details of the voting result as per Clause 35A of the Listing Agreement:

Promoter /Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4592257	3852450	83.8901	3852450	0	100.0000	0.0000
Public Institutional holders	12566	0	0.0000	0	0	0.0000	0.0000
Public - Others	3111183	43978	1.4091	43959	19	99.9567	0.0432
Total	7716006	3896428	50.4980	3896409	19	99.9995	0.0005

The Special Resolution under Item no. 3 of the Postal Ballot Notice dated 9 August 2014 has therefore, been approved by the Members with requisite majority.

Item No. 4: Authorizing Board of Directors to borrow money in excess of aggregate paid-up share capital and free reserves of the Company upto ₹ 500 Crores as per Section 180(1)(c) of the Companies Act, 2013 - Special Resolution





Total No. of Ballot forms received both physical and e-voting as follows:

S. No	Particulars	Physical	Electronic	Total
(a)	Total postal ballot forms received	24	14	38
(b)	Total number of votes cast	2544550	1351878	3896428
(c)	Less: Abstained / Invalid no. of votes	0	0	0
(d)	Valid no. of votes cast (Net)	2544550	1351878	3896428
(e)	Total no. of votes with assent for the Resolution	2544441	1351878	3896319
(f)	Total no. of votes with dissent against the Resolution	109	0	109

Details of the voting result as per Clause 35A of the Listing Agreement:

Promoter /Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4592257	3852450	83.890	3852450	0	100.000	0.000
Public Institutional holders	12566	0	0.000	0	0	0.000	0.000
Public - Others	3111183	43978	1.409	43869	109	99.752	0.248
Total	7716006	3896428	50.498	3896319	109	99.997	0.003

The Special Resolution under Item no. 4 of the Postal Ballot Notice dated 9 August 2014 has therefore, been approved by the Members with requisite majority.

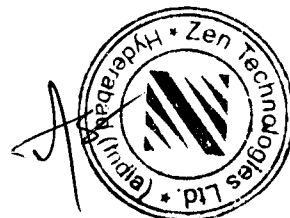
ITEM NO. 5: Authorizing Board of Directors to create charge/ mortgage / hypothecation on the assets of the Company upto ₹ 500 Crores as per Section 180(1)(a) of the Companies Act, 2013 - Special Resolution

Total No. of Ballot forms received both physical and e-voting as follows:

S. No	Particulars	Physical	Electronic	Total
(a)	Total postal ballot forms received	24	14	38
(b)	Total number of votes cast	2544550	1351878	3896428
(c)	Less: Abstained / Invalid no. of votes	0	0	0
(d)	Valid no. of votes cast (Net)	2544550	1351878	3896428
(e)	Total no. of votes with assent for the Resolution	2544430	1351878	3896308
(f)	Total no. of votes with dissent against the Resolution	120	0	120

Details of the voting result as per Clause 35A of the Listing Agreement:

Promoter /Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	4592257	3852450	83.890	3852450	0	100.000	0.000
Public Institutional holders	12566	0	0.000	0	0	0.000	0.000





Public - Others	3111183	43978	1.409	43858	120	99.727	0.273
Total	7716006	3896428	50.498	3896308	120	99.997	0.003

The Special Resolution under Item no. 5 of the Postal Ballot Notice dated 9 August 2014 has therefore, been approved by the Members with requisite majority.

It is therefore declared that 1 (One) Ordinary Resolution and 4 (Four) Special Resolutions proposed in Postal Ballot Notice dated 9 August 2014 are approved by the Members with requisite majority.

Place: Hyderabad
Date: 18 September 2014

For Zen Technologies Limited

Ashok Atluri

Chairman and Managing Director

DIN: 00056050



18 September 2014

To
The Chairman and Managing Director
Zen Technologies Limited
B-42, Industrial Estate,
Sanathnagar,
Telangana-500018

Respected Sir,

Sub: Scrutinizer's Report on Postal Ballot

Zen Technologies Limited ("the Company"), has vide resolution of its Board of Directors dated 09 August 2014, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 is complied with.

As required under Section 110 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Members along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer by email to those Members who have registered their email addresses with the Company / their respective Depository Participant(s) and by Registered Post to all other Members at their registered addresses, for passing of the following resolutions:

- (a) Ordinary Resolution No. 1 as Sub-division of each equity share of ₹10/- into 10 equity shares of ₹1/- each fully paid-up.
- (b) Special Resolution No. 2 as Amendment to Clause V of the Memorandum of Association of the Company.
- (c) Special Resolution No. 3 as Alteration of Articles of Association of the Company.
- (d) Resolution No. 4 as Authorizing Board of Directors to borrow money in excess of aggregate paid-up share capital and free reserves of the Company **upto ₹ 500 Crores as per Section 180(1)(c) of the Companies Act, 2013**, and
- (e) Special Resolution No. 5 as Authorizing Board of Directors to create charge/ mortgage / hypothecation on the assets of the Company upto ₹ 500 Crores as per Section 180(1)(a) of the Companies Act, 2013

The Company also provided the E-Voting facility offered by Karvy Computershare Private Limited (Karvy) for conducting E-Voting by the members of the Company.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to the Scrutinizer on or before the closure of working hours at 18.00 hours, Wednesday, the 17 September 2014 or cast their vote online on the basis of User ID and Password



provided to them by the Registrar and Share Transfer Agents namely Karvy Computershare Private Limited.

Accordingly, the postal ballots received after closure of business hours on Wednesday, the 17 September 2014 till 18.00 hours have not been considered. As required under Rule 22 as mentioned above, a register was maintained and particulars of name, address, folio no./DP Id and Client Id of share holder along with assent and dissent was recorded therein on day to day basis.

A summary of the ballot papers received and e-voting with their pattern of voting is as per Annexure. Based on the above, the Ordinary Resolution and Special Resolutions as set out in Item Nos. (a) to (e) are passed with requisite majority.

The results of the voting by members through Postal Ballots and E-voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company.

Thanks & Regards

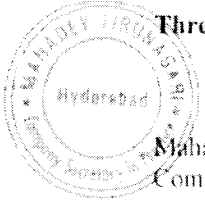


[Signature]
Mahadev Tirumagari
Company Secretary in Practice
FCS No. 6681
C.P. No. 7350

Annexure

Particulars	Total postal ballot forms received	E. Voting Confirmations	Total number of votes cast	Less: Abstained / Invalid no. of votes	Valid no. of votes cast (Net)	Total no. of votes with assent for the Resolution	% of Assent	Total no. of votes with dissent against the Resolution	% of Dissent
Ordinary Resolution No. 1	24	14	3896428	0	3896428	3896319	99.997	109	0.003
Special Resolution No. 2	24	14	3896428	0	3896428	3896419	99.9997	9	0.0003
Special Resolution No. 3	24	14	3896428	0	3896428	3896409	99.9995	19	0.0005
Special Resolution No. 4	24	14	3896428	0	3896428	3896319	99.997	109	0.003
Special Resolution No. 5	24	14	3896428	0	3896428	3896308	99.997	120	0.003

Three Shareholders voted partially in favour and partially against the Resolutions.



Mahadev Tirunagari
Company Secretary in Practice

ICS No. 6681
C.P. No. 7350