

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/SE/2015-16/150928

Date: 28 September 2015

| | |
|--|--|
| To BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 | To National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 |
|--|--|

Dear Sir / Madam,

Sub: Details of voting results of 22nd Annual General Meeting held on 26 September 2015
Ref: Clause 35A of the Listing Agreement

Security ID/ Symbol: ZENTEC; Series: EQ

With reference to the above mentioned subject, please find enclosed the details of voting results of 22nd Annual General Meeting of the Company held on Saturday the 26 September 2015 pursuant to Clause 35A of Listing Agreement and Consolidated Scrutinizer's Report (for remote e-voting and voting by poll).

This is for your information and record.

Thanking you

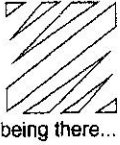
Yours sincerely,
For **Zen Technologies Limited**

M Amala
Company Secretary



Encl: A/a





**VOTING RESULTS FOR THE 22nd ANNUAL GENERAL MEETING HELD ON
26 SEPTEMBER 2015**

| | | | | | |
|---|-------------------|--|-----------|--------------------|--------------|
| Date of the Annual General Meeting: | | 26 September 2015 | | | |
| Book Closure Date | | 22 September 2015 to 26 September 2015 (Both days inclusive) | | | |
| Total number of shareholders on record date: | | 6,626 | | | |
| No. of shareholders present in the meeting either in person or through proxy: | | 31 | | | |
| Shareholders | Present in Person | Present through Proxy / Authorization | Total | Shares | % to capital |
| Promoters and Promoter Group: | 2 | 0 | 2 | 1,81,61,400 | 23.54 |
| Public: | 27 | 2 | 29 | 43,46,265 | 5.63 |
| Total | 29 | 2 | 31 | 2,25,07,665 | 29.17 |
| No. of Shareholders attended the meeting through Video Conferencing: (Video conferencing facility was not arranged) | | Promoters and Promoter Group: | | Nil | |
| | | Public: | | Nil | |

The mode of voting for all Ordinary Resolutions was:

1. Remote E-voting conducted from 22 September 2015 (10.00 a.m.) to 25 September 2015 (5.00p.m.)
2. Poll conducted at the Meeting

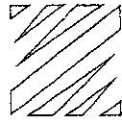
Agenda-wise:

Item No.1: Adoption of the Financial Statements (Standalone and Consolidated) of the Company for the year ended 31 March 2015 including Audited Balance Sheet as at 31 March 2015, 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.

| Promoter /Public | No. of shares held | No. of 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 | 45,865,340 | 3,05,21,840 | 66.5466 | 3,05,21,840 | 0 | 100.0000 | 0.0000 |
| Public - Institutional holders | 7,27,301 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 30,567,419 | 41,59,278 | 13.6069 | 41,57,778 | 1500 | 99.9639 | 0.0361 |
| Total | 77,160,060 | 3,46,81,118 | 44.9470 | 3,46,79,618 | 1,500 | 99.9957 | 0.0043 |

Item No.2: Declaration of Dividend for the financial year ended 31 March 2015.

| Promoter /Public | No. of shares held | No. of 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 | 45,865,340 | 3,05,21,840 | 66.5466 | 3,05,21,840 | 0 | 100.0000 | 0.0000 |
| Public - Institutional holders | 7,27,301 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 30,567,419 | 41,59,278 | 13.6069 | 41,59,278 | 0 | 100.0000 | 0.0000 |
| Total | 77,160,060 | 3,46,81,118 | 44.9470 | 3,46,81,118 | 0 | 100.0000 | 0.0000 |



Item No.3: Appointment of Mr Ashok Atluri (DIN: 00056050), Director retiring by rotation.
being there...

| Promoter /Public | No. of shares held | No. of 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 | 45,865,340 | 3,05,21,840 | 66.5466 | 3,05,21,840 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 7,27,301 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 30,567,419 | 41,59,278 | 13.6069 | 41,57,778 | 1,500 | 99.9639 | 0.0361 |
| Total | 77,160,060 | 3,46,81,118 | 44.9470 | 3,46,79,618 | 1,500 | 99.9957 | 0.0043 |

Item No.4: Ratification of appointment of M/s Gokhale & Co., Chartered Accountants, Hyderabad (ICAI Firm Registration Number: 0009425) as Statutory Auditors of the Company.

| Promoter /Public | No. of shares held | No. of 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 | 45,865,340 | 3,05,21,840 | 66.5466 | 3,05,21,840 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 7,27,301 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 30,567,419 | 41,59,278 | 13.6069 | 41,59,278 | 0 | 100.0000 | 0.0000 |
| Total | 77,160,060 | 3,46,81,118 | 44.9470 | 3,46,81,118 | 0 | 100.0000 | 0.0000 |

Item No.5: Appointment of Mr Venkat Samir Kumar Oruganti (DIN: 06699271) as an Independent Director.

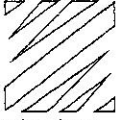
| Promoter /Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 45,865,340 | 3,05,21,840 | 66.5466 | 3,05,21,840 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 7,27,301 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 30,567,419 | 41,59,278 | 13.6069 | 41,57,778 | 1,500 | 99.9639 | 0.0361 |
| Total | 77,160,060 | 3,46,81,118 | 44.9470 | 3,46,79,618 | 1,500 | 99.9957 | 0.0043 |

Item No.6: Revision in the remuneration payable to Mr Kishore Dutt Atluri, President of the Company, relative of Chairman and Managing Director, holding office or place of profit.

| Promoter /Public | No. of shares held | No. of 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 | 45,865,340 | 71,840 | 0.1566 | 71,840 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 7,27,301 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 30,567,419 | 41,59,278 | 13.6069 | 41,57,778 | 1,500 | 99.9639 | 0.0361 |
| Total | 77,160,060 | 42,31,118 | 5.4836 | 42,29,618 | 1,500 | 99.9645 | 0.0355 |

Note: % of votes in 'favour' and 'against' are calculated on the basis of valid votes


Aurala
Zen Technologies Ltd.
Hyderabad (India)



being there...

Accordingly, all the Ordinary Resolutions proposed in notice of 22nd Annual General Meeting of the Members of the Company held on Saturday the 26 September 2015 were passed and approved by the Members with requisite majority.

For **Zen Technologies Limited**


M Amala
Company Secretary



Place: Hyderabad

Date: 28 September 2015

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the companies Act, 2013 and Rule 20
Of companies (Management and Administration) Rules, 2014]

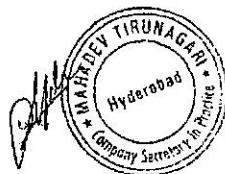
To,
The Chairman
Zen Technologies Limited
B-42, Industrial Estate,
Sanathnagar, Hyderabad
Telengana-500018

Respected Sir,

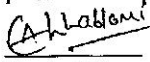
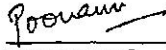
Sub.: Consolidated Scrutinizer's Report for Resolutions passed through Remote E-Voting Process and on voting by Poll at 22nd Annual General Meeting held on Saturday the 26 September, 2015

I, Mahadev Tirunagari, Company Secretary in Practice was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the remote e-voting process and ballot voting (Poll) carried out by the company pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for passing of the Resolutions as mentioned under item numbers 1 to 6 as set out in the Notice of 22nd Annual General Meeting (AGM) of the shareholders of the Company dated 14 August, 2015.

1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and voting through ballot process conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (KARVY), the agency engaged by the company to provide remote e-voting facility for e-voting and poll conducted at the AGM.
2. The Notice of 22nd AGM and the Annual Report was sent by email to those Shareholders who have registered their email addresses with the Registrar and Share Transfer Agents / their respective Depository Participant(s). Physical copy of the Notice and the Annual Report has been sent to all other Shareholders at their registered addresses by the permitted mode (courier). The electronic transmission / physical dispatch of the Notice and the Annual Report was completed on 2 September 2015. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agents of the Company and the list of beneficial

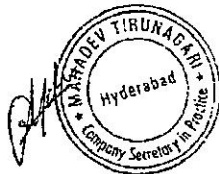


owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday the 21 August 2015.

3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing remote e-voting facility in the Business Standard, English Newspaper and in Andhra Prabha, Telugu Newspaper on Friday the 4 September 2015.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 4 (Four) days from **Tuesday, the 22 September, 2015 (10:00 A.M.) to Friday, the 25 September, 2015 (5:00 P.M.)**.
5. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. **Saturday, the 19 September, 2015**.
6. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence and the members who were present
7. The locked ballot box was subsequently opened in my presence and in the presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
8. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under remote e-voting facility were unblocked in the presence of Mr. Anil C and Ms. Poonam J who are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Anil C

Ms. Poonam J
9. The poll/Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
10. Summary of the remote e-voting and poll is as follows:

Resolution No. 1 ORDINARY RESOLUTION

To receive, consider and adopt the Financial Statements (Standalone and Consolidated) of the Company for the year ended 31 March 2015 including Audited Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Reports of Board of Directors' and of the Auditors' thereon



(i) Voted in favour of the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 17 | 22253963 | 64.17 |
| Remote E-voting | 11 | 12425655 | 35.83 |
| Total | 28 | 34679618 | 100 |

(ii) Voted Against the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 0 | 0 | Nil |
| Remote E-voting | 1 | 1500 | Negligible |
| Total | 1 | 1500 | Negligible |

(iii) Invalid Votes

| Particulars | Total number of members whose votes were declared as invalid | Total number of votes cast by them |
|-----------------|--|------------------------------------|
| Poll at AGM | 2 | 4140 |
| Remote E-voting | 0 | 0 |
| Total | 2 | 4140 |

Resolution No. 2 ORDINARY RESOLUTION

To declare Dividend for the financial year ended 31 March, 2015

(i) Voted in favour of the resolution

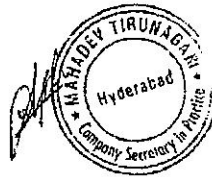
| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 17 | 22253963 | 64.17 |
| Remote E-voting | 12 | 12427155 | 35.83 |
| Total | 29 | 34681118 | 100 |

(ii) Voted Against the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 0 | 0 | Nil |
| Remote E-voting | 0 | 0 | Nil |
| Total | 0 | 0 | Nil |

(iii) Invalid Votes

| Particulars | Total number of members whose votes were declared as invalid | Total number of votes cast by them |
|-----------------|--|------------------------------------|
| Poll at AGM | 2 | 4140 |
| Remote E-voting | 0 | 0 |
| Total | 2 | 4140 |



Resolution No. 3 ORDINARY RESOLUTION

To appoint a Director in place of Mr. Ashok Atluri (DIN No. 00056050), who retires by rotation and being eligible, offer himself for re-appointment.

(i) Voted in favour of the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 17 | 22253963 | 64.17 |
| Remote E-voting | 11 | 12425655 | 35.83 |
| Total | 28 | 34679618 | 100 |

(ii) Voted Against the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 0 | 0 | Nil |
| Remote E-voting | 1 | 1500 | Negligible |
| Total | 1 | 1500 | Negligible |

(iii) Invalid Votes

| Particulars | Total number of members whose votes were declared as invalid | Total number of votes cast by them |
|-----------------|--|------------------------------------|
| Poll at AGM | 2 | 4140 |
| Remote E-voting | 0 | 0 |
| Total | 2 | 4140 |

Resolution No. 4 ORDINARY RESOLUTION

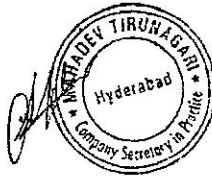
To ratify the appointment of M/s Gokhale & Co.- Chartered Accountants, Hyderabad (ICAI Firm Registration No. 000942S) as Statutory Auditors of the Company

(i) Voted in favour of the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 17 | 22253963 | 64.17 |
| Remote E-voting | 12 | 12427155 | 35.83 |
| Total | 29 | 34681118 | 100 |

(ii) Voted Against the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 0 | 0 | Nil |
| Remote E-voting | 0 | 0 | Nil |
| Total | 0 | 0 | Nil |



(iii) Invalid Votes

| Particulars | Total number of members whose votes were declared as invalid | Total number of votes cast by them |
|-----------------|--|------------------------------------|
| Poll at AGM | 2 | 4140 |
| Remote E-voting | 0 | 0 |
| Total | 2 | 4140 |

Resolution No. 5 ORDINARY RESOLUTION

To appoint Mr. Venkat Samir Kumar Oruganti (DIN No. 06699271) as an Independent Director for 3 (Three) Consecutive years i.e., from 14 August 2015 to 13 August 2018

(i) Voted in favour of the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 17 | 22253963 | 64.17 |
| Remote E-voting | 11 | 12425655 | 35.83 |
| Total | 28 | 34679618 | 100 |

(ii) Voted Against the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 0 | 0 | Nil |
| Remote E-voting | 1 | 1500 | Negligible |
| Total | 1 | 1500 | Negligible |

(iii) Invalid Votes

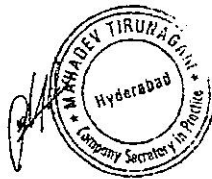
| Particulars | Total number of members whose votes were declared as invalid | Total number of votes cast by them |
|-----------------|--|------------------------------------|
| Poll at AGM | 2 | 4140 |
| Remote E-voting | 0 | 0 |
| Total | 2 | 4140 |

Resolution No. 6 ORDINARY RESOLUTION

Revision in the remuneration payable to Mr. Kishore Dutt Athuri, President of the company, relative of Chairman and Managing Director, holding office or place of profit.

(i) Voted in favour of the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 16 | 4142563 | 97.91 |
| Remote E-voting | 9 | 87055 | 2.06 |
| Total | 25 | 4229618 | 99.97 |



(ii) Voted Against the resolution

| Particulars | No of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---------------------|------------------------------|---------------------------------------|
| Poll at AGM | 0 | 0 | Nil |
| Remote E-voting | 1 | 1500 | 0.03 |
| Total | 1 | 1500 | 0.03 |

(iii) Invalid Votes

| Particulars | Total number of members whose votes were declared as invalid | Total number of votes cast by them |
|-----------------|--|------------------------------------|
| Poll at AGM | 3 | 18115540 |
| Remote E-voting | 2 | 12338600 |
| Total | 5 | 30454140 |

The register, all other papers and relevant records relating to remote e-voting and Poll will remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company's authorized person for safe keeping.

Thanking you,
Yours faithfully



Mahadev Tirunagari
Company Secretary in Practice
FCS : 6681
CP No : 7350

Place: Hyderabad
Date: 28/09/2015

For Zen Technologies Limited

A handwritten signature in black ink, appearing to read "Ashok Atluri".

Ashok Atluri
Chairman & Managing Director
DIN: 00056050

