



being there...

ZEN TECHNOLOGIES LIMITED

Certified CMMI Dev/5, AS9100D, ISO 27001, ISO 14001
Regd. Office : B-42, Industrial Estate, Sanathnagar
Hyderabad – 500 018, Telangana, India
Phone: +91 40 23813281, 23811205, 23811206
Fax No: +91 40 23813694, 23814894
Email: info@zentechnologies.com Website: www.zen.in
Corporate Identity Number : L72200TG1993PLC015939

Date: 28 December 2018

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: Notice convening Extraordinary General Meeting to be held on 22 January 2019

Ref: Symbol/Security ID: ZENTEC; Security Code: 533339

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose the Notice of Extraordinary General Meeting to be held on Tuesday, the 22 January, 2019 at 9.30 a.m. at 11th Floor, Signature Towers, Opp. Botanical Garden, Kondapur, Hyderabad -500084, Telangana, India.

Further, e-Voting facility has been made available to all the members of the Company as per the details given below.

S. No.	Particulars	Event date
1	Cut-off date for determining the eligibility for remote e-Voting, voting at the EGM	11 January 2019
2	Remote e-voting period will commence on	18 January 2019 from 10.00 a.m.
3	Remote e-Voting period will end on	21 January 2019 upto 5.00 p.m.
4	Date of the Extraordinary General Meeting	22 January, 2019

The Notice convening the Extraordinary General Meeting is also displayed on the Company's website: www.zentechnologies.com.

Kindly take the same on record and acknowledge the receipt.

Thanking you
For Zen Technologies Limited

M. Satish Choudhury
Company Secretary & Compliance Officer



Works : Plot 36, Hardware Park, Near Shamshabad International Airport, Hyderabad - 501 510, Telangana, India



CMMIDEV/5
Exp. 2018-11-26 / Appraisal #25686



ZEN TECHNOLOGIES LIMITED
CERTIFIED TO ISO 9001:2015, AS9100D
50297001 RSH09-1



**EXTRA ORDINARY GENERAL MEETING
(EGM)
OF
ZEN TECHNOLOGIES LIMITED**



being there...

ZEN TECHNOLOGIES LIMITED

CIN: L72200TG1993PLC015939

Regd. Off: B-42, Industrial Estate, Sanathnagar, Hyderabad-500018, Telangana, INDIA

Phone: +91 40 23813281, 23812894, Fax: +91 40 23813694,

Email id: investors@zentechnologies.com, Website: www.zentechnologies.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of Zen Technologies Limited will be held on Tuesday, the 22 January, 2019 at 9.30 a.m. at 11th Floor, Signature Towers, Opp. Botanical Garden, Kondapur, Hyderabad -500084, Telangana, India to transact the following business:

SPECIAL BUSINESS:

1. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

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 Section 42 and 62(1)(c) and other applicable provisions, if any, 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) (“Act”), and in accordance with the Memorandum and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other competent authority, from time to time, to the extent applicable and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, 23,49,940 (Twenty Three Lakh Forty Nine Thousand Nine Hundred Forty Only) Convertible Warrants (“Warrants”) at an issue price of Rs 76/- (Rupees Seventy Six Only) per Warrant so as to raise up to Rs 17,85,95,440/- (Rupees Seventeen Crore Eighty Five Lakh Ninety Five Thousand Four Hundred Forty Only) on a preferential basis to Investors specified here-in-below (“Warrant Holder”), with a right to Warrant Holder to apply for and get allotted one equity share of face value of Re. 1/- (Rupee One Only) each per Warrant.”

Sr No	Name of the Allottee	Number of Convertible Warrants	PAN	Category
1	Ashok Atluri	10,99,970	ADQPA7751H	Promoter/Promoter Group
2	Kishore Dutt Atluri	10,99,970	ACEPA2172P	
3	Navin Sood	1,50,000	AKJPS6583M	Other than Promoter Group
	Total	23,49,940		

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of determining the minimum issue price for the issue of Warrants/equity shares arising on conversion of Warrants is 24 December 2018.”

“RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such

allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants, as it may deem expedient, in its discretion.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant Holder and the equity shares so allotted shall rank paripassu in all respects with the existing equity shares.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.”

**By Order of the Board
For Zen Technologies Limited**

Sd/-
M. Satish Choudhury
Company Secretary
Membership No A30204

Place: Hyderabad
Dated: 27 December 2018

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the Company.**
 2. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting at the Registered Office of the Company.
 3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business items is annexed hereto.
 4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
 5. Members / proxies/ representatives should bring the enclosed attendance slip, duly filled in, for attending the meeting. Copies of the attendance slips will not be distributed at the meeting.
 6. Once the vote on a resolution is cast by the member, the member shall not allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
 7. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / KarvyFintech Private Limited (Formerly known as Karvy Computershare Private Limited).
 8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
 9. **Voting by electronic means:**
 - I. The Company pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is providing e-voting facility to its Members holding shares on **11 January 2019**, being the cut-off date fixed for determining voting rights of members to exercise their votes electronically on the items of business given in the Notice through the electronic voting service facility provided by KarvyFintech Private Limited.
 - II. Instructions and other information relating to remote e-voting:
 - 1) A) In case a member receives an **e-mail** from Karvy [for members whose e-mail addresses are registered with the Company/Depository Participant(s)]:
 - (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (b) Enter the login credentials i.e. User ID and password which is sent separately.
- The e-voting event number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.

- (c) After entering these details appropriately click on “LOGIN”.
 - (d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (e) You need to login again with the new credentials.
 - (f) On successful login, the system will prompt you to select the e-voting event number for the Company.
 - (g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut off date. You may also choose the option “ABSTAIN”. If the shareholder does not include either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - (h) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - (i) Voting has to be done for each resolution of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (j) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - (k) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
 - (l) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (pdf format) of the Board Resolution/Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: rao_ds7@yahoo.co.in with a copy marked to evoting@karvy.com and may also upload the same in the e-voting in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”
- B) In case a member receives physical copy of the notice **by courier / post** [for members whose e-mail ids are not registered with the Company/Depository Participant(s)]:
- (a) User ID and initial password – as provided overleaf.
 - (b) Please follow all steps from sr. no. (a) to (l) as mentioned in (1A) above, to cast your vote.
- 2) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- 3) In case of any query pertaining to e-voting, please visit help & FAQ’s section available at Karvy’s website <https://evoting.karvy.com>.
- 4) Members can cast their vote online **from 18 January 2019 from 10.00 a.m. to 21 January 2019 up to 5.00 p.m.** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **11 January 2019**, may cast their vote electronically. The remote e-voting module will be disabled by Karvy for voting thereafter.

- 5) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- 6) Only those Members, whose names appear in the Register of Members / List of beneficial owners as on 11 January 2019(Cut-off date), shall be entitled to vote (through remote e-voting / physical ballot paper) on the resolutions set forth in the Notice of the EGM and their voting rights shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off date.
- 7) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11 January 2019 and who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the EGM.
- 8) Members can opt for only one mode of voting i.e. either by physical ballot paper or remote e-voting. However, if Members cast their vote through both mode of voting, then the voting through remote e-voting shall prevail.
- 9) The Members who have cast their vote by remote e-voting may also attend the EGM but shall not be entitled to cast their vote again.
- 10) Any person, who acquires shares and becomes Member of the Company after the dispatch of the Notice and holds shares as on the Cut-off date i.e. 11 January 2019 may obtain the login ID and password may call Karvy's toll free number 1800-345-4001. Member may send an e-mail request to evoting@karvy.com or contact Mr V Raghunath, Deputy Manager, Ph: 040-67161602 /1606, at KarvyFintech Private Limited, Unit: Zen Technologies Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, SerilingampallyMandal, Hyderabad – 500 032, requesting for User ID and Password. After receipt of the above credentials, please follow all the steps explained in 1 above, to cast the vote.
- 11) The Board of Directors has appointed Mr D S Rao, Practicing Company Secretary, (M. No. 12394), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 12) At the EGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
- 13) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the EGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- 14) Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed at the Extraordinary General Meeting of the Company held on 22 January 2019. The result declared, along with the Scrutinizer's Report, will be placed on the Company's website, www.zentechnologies.com and on the website of Karvy immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
- 15) All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days (except Saturday & Sunday) up to the date of declaration of the result of the Extraordinary General Meeting of the Company.

EXPLANTORY STATEMENT AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013.**ITEM NO.1:****Purpose of the allotment:**

The Company intends to mobilize funds for research and development (R&D), potential acquisitions, export promotion, working capital, capital expenditure and general corporate purposes.

According to the plans of the Company, the Board of Directors in their meeting held on 27 December 2018 has considered and approved the proposal which is subject to the approval of shareholders, to issue 23,49,940 (Twenty Three Lakh Forty Nine Thousand Nine Hundred Forty Only) Warrants having attached thereto the right to subscribe for equal number of Equity Shares of Re.1/- each at an issue price (including the warrant subscription price and warrant exercise price) of Rs. 76/- (Rupees Seventy Six Only) determined in accordance with the SEBI (ICDR) Regulations, 2018 so as to raise an amount of Rs.17,85,95,440 /- (Rupees Seventeen Crore Eighty Five Lakh Ninety Five Thousand Four Hundred Forty Only) on preferential basis to the persons whose details are specified in the proposed resolution.

The proposed resolution requires the approval of shareholders by way of a special resolution under provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder and Chapter V of the SEBI (ICDR) Regulations as amended. Further, the issue, allotment and conversion is subject to the terms of provisions of section 42 of the Companies Act, 2013 in addition to the provisions of Chapter V of the SEBI (ICDR) Regulations.

The Board recommends the resolution as set out in Item No. 1 above to be passed as a Special Resolution.

The proposed issue, allotment and conversion of Warrants under this resolution shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with rules made thereunder ("Act").

The other information prescribed under Regulation 163 of the SEBI (ICDR) Regulations and other applicable laws in relation to the Proposed Special Resolution as set out at item No.1 are given hereunder:

a. Object of the preferential issue:

The proceeds of the preferential issue will be utilized towards research and development (R&D), potential acquisitions, export promotion, working capital, capital expenditure and general corporate purposes.

b. The total number of shares or other securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue up to 23,49,940 (Twenty Three Lakh Forty Nine Thousand Nine Hundred Forty Only) Warrants (each warrant carrying a right to subscribe an equity share of Re.1/- each at a price of Rs.76/-) on preferential basis.

c. The proposal or intention of the Promoter / Promoter group , Directors or Key Managerial Personnel to subscribe to the proposed preferential issue, if any:

The proposed issue of share warrants is inter-alia made to the following promoter / promoter group persons / directors:

Sr No	Name of the Allottee	Number of Warrants	PAN	Category
1	Ashok Atluri	10,99,970	ADQPA7751H	Director and Promoter/ Promoter Group
2	Kishore DuttAtluri	10,99,970	ACEPA2172P	Promoter/Promoter Group

Except above, none of the directors or key managerial personnel intends to subscribe to any warrants / shares pursuant to this preferential issue of convertible warrants.

d. Relevant Date:

The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity share pursuant to the preferential allotment is 24 December, 2018 ("Relevant Date") (i.e. 30 days prior to the date of proposed Extraordinary General Meeting).

e. Pricing of the Issue:

The price of Warrants to be issued is fixed at Rs. 76 per warrant in accordance with the price determined in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018.

f. The Company hereby undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018, if it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

g. The shareholding pattern of the company before and after the preferential issue of warrants:

Shareholding pattern before and after the proposed preferential issue of warrants is as follows:

S. No	Category of Shareholder	Pre-Issue*		Post-Issue#	
		Shares held	% of Total Holding	Shares held	% of Total Holding
(A)	Promoters and Promoter Group				
1	Indian Promoters (A)				
	Individuals	4,59,02,340	59.49	4,81,02,280	60.50
	Bodies corporate	-	-	-	-
	Sub-total(A)	4,59,02,340	59.49	4,81,02,280	60.50
(B)	Non-promoters' holding				
1	Institutional investors				
(a)	Mutual Funds / UTI/ Banks/ FIs	1,58,021	0.20	1,58,021	0.20
(b)	Foreign Institutional Investors	-	-	-	-
(c)	Foreign Portfolio Investors	8,350	0.01	8,350	0.01
	Sub-Total (B1)	1,66,371	0.22	1,66,371	0.21
2	Non-institutions				
(a)	Bodies Corporate	50,72,562	6.57	50,72,562	6.38
(b)	Directors and relatives	-	-	-	-
(c)	Individuals/ HUFs	2,47,38,863	32.06	2,48,88,863	31.30
(d)	NBFCs Registered with RBI	32,769	0.04	32,769	0.04
(e)	Non-Resident Indians	7,79,208	1.01	7,79,208	0.98
(f)	Clearing Members	93,375	0.12	93,375	0.12
(g)	NRIs on Non-Repatriation	2,98,662	0.39	2,98,662	0.38
(h)	IEPF	75,910	0.10	75,910	0.10
	Sub-Total (B2)	3,10,91,349	40.29	3,12,41,349	39.29
	GRAND TOTAL (A)+(B)(1)+(B)(2)	7,71,60,060	100.00	7,95,10,000	100.00

*Pre-issue shareholding as on 21 December 2018

Note: (i) Post Shareholding pattern have been prepared on the assumption that the entire Warrants shall be converted into equity shares, in one or more tranches.

h. Proposed time within which preferential issue of Warrants shall be completed.

As required under the ICDR Regulations the preferential issue/allotment of Warrants shall be completed, within a period of 15 [Fifteen] days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.

i. The Identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

The identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and /or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

S. No	Name of the Proposed Allottee (s)	Pre-issue shareholding		Number of Equity warrants proposed to be allotted	Post-issue Shareholding after conversion of the Warrants		Beneficial Ownership, If applicable
		No of Shares	%		No of Shares	%	
1	Ashok Atluri	2,02,11,250	26.19%	10,99,970	2,13,11,220	26.80%	Not Applicable
2	Kishore DuttAtluri	1,75,56,250	22.75%	10,99,970	1,86,56,220	23.46%	Not Applicable
3	NavinSood	3,57,400	0.46%	1,50,000	5,07,400	0.64%	Not Applicable

Note: (i) Post Shareholding pattern have been prepared on the assumption that the entire Warrants shall be converted into equity shares, in one or more tranches.

j. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

k. Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern on exercise of Warrants.

l. Lock-in-period:

- i. The Warrants allotted on a preferential basis and the equity shares to be allotted pursuant to exercise of options attached to warrants, shall be subject to 'lock-in' in accordance with the SEBI (ICDR) Regulations.
- ii. The entire pre-preferential shareholding of proposed allottee, if any, shall also be locked-in for the relevant date up to a period of six months from the date of allotment Warrants as per the SEBI (ICDR) Regulations.

- m. **Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price Post 31st March, 2018 and up to the date of this Notice, the following preferential allotments have been made: Nil**
- n. **Other Disclosure:**
- i. It is hereby confirmed that neither the Company nor any of its Promoters or Directors is a willful defaulter.
 - ii. A copy of the certificate from M/s Sekhar and Co., Chartered Accountants, Statutory Auditors of the Company, certifying that the above preferential issue of Warrants is made in accordance with the applicable provisions of the SEBI (ICDR) Regulations, will be open for inspection at the at the Registered Office and Corporate Office of the Company during working hours between 9.30 a.m. and 1.00 p.m. on all working days up to the date of the EGM. Copies of the above mentioned Statutory Auditor's certificate shall also be laid before the EGM.
 - iii. The SEBI (ICDR) Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Warrants proposed to be allotted under this resolution are subject to the terms and conditions as specified under the Chapter V of SEBI (ICDR) Regulations, 2018.

Except Mr Ashok Atluri (Chairman and Managing Director) and Mr Kishore DuttAtluri (President) being the proposed allottees and Mr M Ravi Kumar (Whole-time Director) being the part of the Promoter group, none of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

By Order of the Board
For Zen Technologies Limited

Sd/-

M. SatishChoudhury
Company Secretary
Membership No. A30204

Place: Hyderabad
Dated: 27 December 2018

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

CIN : L72200TG1993PLC015939
 Name of the Company : **ZEN TECHNOLOGIES LIMITED**
 Registered office : B-42, Industrial Estate, Sanathnagar, Hyderabad – 500018, Telangana, India

Name of the member (s) :	
Registered Address :	
E-mail Id :	
Folio No./Client Id :	
DP ID :	

I/We, being the member(s) of Zen Technologies Limited, shares of the above named company, hereby appoint:

- Name:
 Address:
 E-mail Id:
 Signature: _____, or failing him
- Name:
 Address:
 E-mail Id:
 Signature: _____, or failing him
- Name:
 Address:
 E-mail Id:
 Signature:

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday the 22 January 2019 at 9.30 a.m. at 11thFloor, Signature Towers, Opp. Botanical Garden, Kondapur, Hyderabad -500084, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote Optional (v)	
		In Favour	Against
1	Issue of Convertible Warrants on Preferential basis:		

Signed this day of 2019.

Signature of Shareholder:

Signature of Proxy holder(s):

Affix Revenue Stamp of Re 1/- and sign across
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Notes:

- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on poll instead of himself/herself. A proxy need not be a member.
- Signature of member should be across a Revenue stamp of Re. 1/-.
- Please put a tick (v) mark in the Box in the appropriate column against the respective resolutions. It is optional to indicate your preference. If you leave the "For" and "Against" columns blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ZEN TECHNOLOGIES LIMITED

CIN: L72200TG1993PLC015939

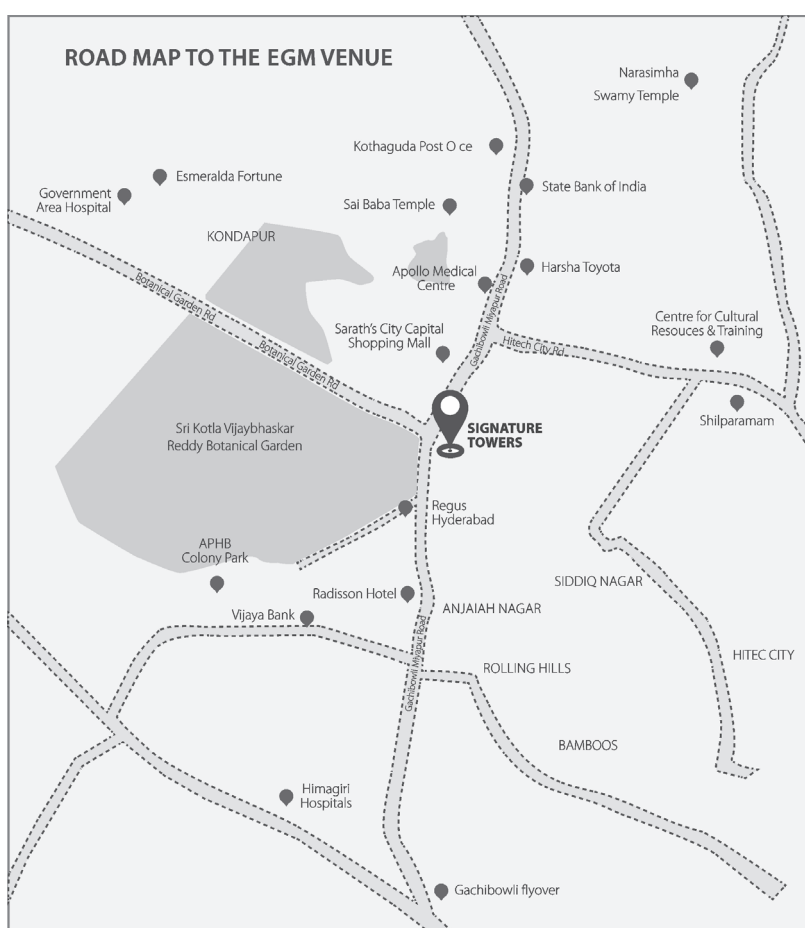
Registered Office: B-42, Industrial Estate, Sanathnagar, Hyderabad – 500018, Telangana, India

ATTENDANCE SLIP**EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY THE 22 DAY OF JANUARY 2019**

I hereby record my presence at the Extraordinary General Meeting of the Company held on Tuesday the 22nd day of January 2019 at 9.30 a.m. at 11th Floor, Signature Towers, Opp. Botanical Garden, Kondapur, Hyderabad -500084, Telangana, India.

Name of the Shareholder:	
Name of the Proxy:	
Folio no. /DP ID no. / Client ID no. :	
Number of Equity Shares held:	
Signature of Shareholder / Proxy :	

Note: Please fill up this attendance slip and hand it over at the entrance of the venue.



If undelivered please return to:

ZEN TECHNOLOGIES LIMITED

CIN: L72200TG1993PLC015939

Regd. Off: B-42, Industrial Estate, Sanathnagar, Hyderabad-500018, Telangana, INDIA

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