



ZEN TECHNOLOGIES LIMITED

Corporate Identification Number (CIN): L72200TG1993PLC015939

Regd. Office: B-42, Industrial Estate, Sanathnagar, Hyderabad-500018, Telangana, India.

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NOTICE OF POSTAL BALLOT

[Notice issued to members pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with rules made thereunder]

Dear Shareholders,

Notice is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process (“e-voting”).

The Board of Directors of the Company, at their meeting held on February 24, 2024, appointed Mr. D S Rao (ACS 12394; CP no.: 14487) Practicing Company Secretary, Hyderabad as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, the Postal Ballot Notice (“the Notice”) is being sent only by email to all its members who have registered their email addresses with the Company or depository (ies) or depository participants or Registrar & Transfer Agent and whose names appear on the Register of Members as of March 8, 2024 (“Cut-Off Date”), and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide a remote e-voting facility to all its members to cast their votes electronically and for this purpose; the Company has engaged the services of KFin Technologies Limited (“KFinTech” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

The votes can be cast during the following e-voting period:

Commencement of e-voting	End of e-voting
From 9:00 a.m. (IST) on Thursday, March 14, 2024	Ends at 5.00 p.m. (IST) on Friday, April 12, 2024

Further, the shareholders are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this notice to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5 p.m. (IST) on Friday, April 12, 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

SPECIAL BUSINESSES:

Item no. 1: Enhancement of the existing limit under Section 186 of the Companies Act, 2013:

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

“RESOLVED THAT in supersession of resolution passed by the members at their meeting held on September 29, 2018, and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, (“the Rules”) and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other consents, permissions, approvals, as may be required in this behalf, the consent of the members of the Company be and is hereby accorded to the Board of Directors (“the Board”) or any Committee authorised by the Board to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person ; and (c) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, in one or more tranches as the Board of Directors or any Committee authorised by the Board may in their absolute discretion deem beneficial and in the interest of the Company upto an amount of ₹2,000 Crores (Rupees Two Thousand Crores Only),

including the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate, with a sub-limit threshold for the loans to any person or other body corporate and guarantee or provide security in connection with a loan to any other body corporate or person not exceeding ₹200 Crores (Rupees Two Hundred Crores Only) at any point of time within the overall limit of ₹2,000 Crores."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any Committee authorised by the Board be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or any Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board or the Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By the order of the Board
For Zen Technologies Limited

Place: Hyderabad
Date: February 24, 2024

Sd/-
M. Raghavendra Prasad
Company Secretary and Compliance Officer
Membership no.: A41798

NOTES:

1. An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with rules made thereunder, setting out material facts concerning the resolution, is annexed hereto.
2. Members may please note that the Notice will also be available on the Company's website at www.zentechnologies.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as of Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purposes only.
4. Members who have not registered their e-mail address against their Folio no. / DP ID-Client ID are requested to register the same to promote the green initiative and to enable the Company to provide all communications to the members through email.
5. Members holding shares in physical mode, who have not registered/updated their e-mail address, are requested to register/update the same by clicking on <https://rkarisma.kfintech.com/shareholders/> or by writing to the Company/RTA with details of folio number and attaching a self-attested copy of PAN card at cosec@zentechnologies.com or to the RTA at einward.ris@kfintech.com. Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participant(s) are requested to register/update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.
6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
7. Relevant documents referred to in this notice and the Statement shall be available for inspection by the members at the registered office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e., March 8, 2024. Members who wish to inspect such documents are requested to send an email to cosec@zentechnologies.com mentioning their name, folio no./ DP ID-Client ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. Members may send their queries related to item included in this Notice to the email id cosec@zentechnologies.com, from their registered email address, mentioning their name, folio no./DP ID-Client ID, as applicable, mobile number, and copy of PAN card. Said queries shall be appropriately replied by the Company.
9. The resolution, if passed by the requisite majority shall be deemed to have been passed on April 12, 2024, being the last date specified by the Company for e-voting and the resolution passed by the Members through Postal Ballot are

deemed to have been passed as if the same have been passed at a general meeting of the Members.

10. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
11. The Company is in compliance with the SEBI circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, read with other relevant circulars regarding Online Dispute Resolution (“ODR”) and the web-link for the same is made available on the website of the Company at <https://www.zentechologies.com/investors>
12. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/ MIRSD/ MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, has mandated members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Accordingly-

Members holding shares in physical mode are:

- a. required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFintech, if not registered with the Company / KFintech, as mandated by SEBI by writing to the Company at cosec@zentechologies.com or to KFintech at einward.ris@kfintech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
- b. advised to register nomination in respect of their shareholding in the Company.

Members holding shares in electronic mode are:

- a. requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts.
 - b. advised to contact their respective DPs for registering nomination.
13. General information and instructions relating to e-voting Procedure for E-voting:

Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Shareholders are provided with the facility to cast their vote electronically, through any of the modes listed below, on the resolution set forth in this Notice, by way of remote e-voting:

MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
Individual shareholders holding securities in demat mode	<p>1. Shareholders already registered for IDeAS facility may follow the below steps:</p> <p>a) Visit the following URL: https://eservices.nsdl.com</p> <p>b) On the home page, click on the “Beneficial Owner” icon under the ‘IDeAS’ section.</p> <p>c) On the new screen, enter User ID and Password. Post successful authentication, click on “Access to e- Voting” under e-voting services.</p> <p>d) Click on Company name or e- voting service provider name, i.e., KFintech and you will be re-directed to KFintech website for casting your vote.</p> <p>2. Shareholders who have not registered for IDeAS facility may follow the below steps:</p> <p>a) To register for this facility, visit the URL: https://eservices.nsdl.com</p> <p>b) On the home page, select “Register Online for IDeAS”</p> <p>c) On completion of the registration formality, follow the steps provided above</p> <p>3. Shareholders may alternatively vote through the e-voting website of NSDL in the manner specified below:</p> <p>a) Visit the URL: https://www.evoting.nsdl.com/</p> <p>b) Click on the “Login” icon available under the ‘Shareholder/Member’ section.</p> <p>c) Enter User ID (i.e., 16-digit demat account number held with NSDL), Password / OTP, as applicable, and the verification code shown on the screen.</p> <p>d) Post successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page.</p> <p>e) Click on company name on e- Voting service provider name, i.e., KFintech and you will be redirected to KFintech website for casting your vote.</p> <p>4. For any technical assistance, Shareholders may contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990.</p>	<p>1. Shareholders already registered for Easi / Easiest facility may follow the below steps:</p> <p>a) Visit the following URL: https://web.cdslindia.com/myeasitoken/home/login/ or www.cdslindia.com</p> <p>b) Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: www.cdslindia.com)</p> <p>c) On the new screen, enter User ID and Password. Without any further authentication, the e- voting page will be made available.</p> <p>d) Click on Company name or e- voting service provider name, i.e., KFintech to cast your vote.</p> <p>2. Shareholders who have not registered for Easi/ Easiest facility may follow the below steps:</p> <p>a) To register for this facility, visit the URL:https://web.cdslindia.com/myeasitoken/home/login/</p> <p>b) On completion of the registration formality, follow the steps provided above.</p> <p>3. Shareholders may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <p>a) Visit the URL: www.cdslindia.com</p> <p>b) Enter the demat account number and PAN.</p> <p>c) Enter OTP received on mobile number & email registered with the demat account for authentication.</p> <p>d) Post successful authentication, the shareholder will receive links for the respective e-voting service provider, i.e., KFintech where the e-voting is in progress.</p> <p>4. For any technical assistance, Shareholders may contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.c om or call at 022- 23058738 or 022-23058542-43</p>	<p>Shareholders may alternatively log - in using credentials of the demat account through their Depository Participants registered with NSDL /CDSL for the e voting facility. On clicking the evoting icon, shareholders will be re- directed to the NSDL / CDSL site, as applicable, on successful authentication. Shareholders may then click on Company name or e- voting service provider name, i.e., KFintech and will be redirected to KFintech website for casting their vote.</p>

MODE OF E-VOTING	THROUGH KFINTECH
<p>Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode</p>	<ol style="list-style-type: none"> 1. In case a Shareholder receives an email from KFinTech [for Shareholders whose email IDs are registered with the Company/Depository Participant(s)], please follow the below instructions: <ol style="list-style-type: none"> a) Visit the following URL: https://evoting.kfintech.com b) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for evoting, you can use your existing User ID and password for casting your vote. 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 of 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 your first login. 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 “EVENT” and click on ‘Zen Technologies Limited’. 2. Shareholders who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, Kfin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500032. 3. For obtaining the User ID and Password for e-voting, Shareholders may refer the instructions below: <ol style="list-style-type: none"> a) If the mobile number of the Shareholder is registered against Folio No./DP ID Client ID, the Shareholder may send SMS: MYEPWD EVoting Event Number+ Folio No. or DP ID Client ID to 9212993399 <p style="margin-left: 40px;">Example for NSDL – MYEPWD 7920 IN12345612345678</p> <p style="margin-left: 40px;">Example for CDSL - MYEPWD 7920 1402345612345678</p> <p style="margin-left: 40px;">Example for Physical - MYEPWD 7920 1234567890</p> b) If e-mail address or mobile number of the Shareholder is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.kfintech.com, the Shareholder may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password. c) Shareholder may call KFinTech toll free number 1800-3094-001 for any assistance. d) Shareholder may send an e-mail request to inward.ris@kfintech.com. However, KFinTech shall endeavour to send User ID and Password to those new Shareholder whose e-mail IDs are available.

General Instructions on E-voting:

- Shareholders who are unable to retrieve User ID/Password are advised to use “Forgot User ID”/ “Forgot Password” options available on the websites of Depositories/Depository Participants.
- During the remote e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Friday, March 8, 2024, may cast their votes electronically as per the process detailed in this Notice.
- The remote e-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, March 8, 2024.
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date i.e., Friday, March 8, 2024, under “FOR/AGAINST” for the item set out in the notice, you may partially enter any number “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on the Cut-off date. You may also choose the option “ABSTAIN”. If the Shareholder does not indicate either “FOR”/“AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- Corporate Members are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to vote on their behalf.
- You may then cast your vote by selecting an appropriate option and click on “Submit”.
- A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the resolution.
- In case of any query and/or grievance, in respect of voting by electronic means through KFintech, Shareholders may refer to the Help & Frequently Asked Questions (FAQs) and Evoting user manual available at the download section of <https://evoting.kfintech.com/> or may contact Mr. Mohammed Shanoor- KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, Telangana, Phone No.:+ 91 40 67161630 Toll-free No.: 1800-309-4001, E-mail: inward.ris@kfintech.com ; cosec@zentechnologies.com.
- The Scrutinizer will submit their report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director/ Company Secretary of the Company duly authorized, on or before Tuesday, April 16, 2024, and will also be displayed on the website of the Company (www.zentechnologies.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES:

Item no.1: Enhancement of the existing limit under Section 186 of the Companies Act, 2013:

The Board of Directors of the Company has been reviewing various strategic business opportunities to increase the product-line and also diversify its product range to grow rapidly utilizing the present business opportunities. As part of this the Company is considering various options either to acquire or invest in the businesses which would improve the Company’s product portfolio and also venture to into new product-line. Further, in order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives while considering the increasing business operations and future growth plans of the Company, the Board of Directors of the Company proposes to make use of the funds by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company cannot make any loan, investment or give guarantee or provide any security to any body corporate or person beyond the prescribed ceiling of sixty percent of the aggregate of the paid up capital and free reserves or hundred percent of its free reserves, whichever is more, unless a Special Resolution is passed by the shareholders of the lending/investing Company. As of the Company has approval only upto ₹ 500 Crores (Rupee Five hundred Crores), vide shareholders’ special resolution dated September 29, 2018, and present resolution is being proposed in supersession of this resolution.

It is, therefore, necessary to authorise the Board of Directors or the Committee of directors authorized by the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee(s)/provide any security, in connection with loan(s) taken by, subsidiaries/ bodies corporate and/or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/ bodies corporate in India or outside upto the limits provided in the proposed Special Resolution.

The proposed Special Resolution as set out in Item no.1 of the notice is enabling in nature for any further investment(s)/ loan(s)/ guarantee(s)/ security, to be made/ given/provided by the Company to subsidiaries/ bodies corporate/ to any Banks, Financial Institutions or any other person as per the provisions of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item no. 1 of the notice for approval by the members.

No Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Place: Hyderabad
Date: February 24, 2024

By the order of the Board
For Zen Technologies Limited

Sd/-
M. Raghavendra Prasad
Company Secretary and Compliance Officer
Membership no.: A41798