

## VOTING RESULTS FOR THE 21st ANNUAL GENERAL MEETING HELD ON 27 SEPTEMBER 2014

Date of the Annual Gener	ral Meeting	3:		27 September 2014			
Total number of shareho	ders on re	cord date:		3,970			
No. of shareholders prese	ent in the n	person or	through proxy: 25				
Shareholders	Present	Present		Total	Shares	% to	
	in	through				capital	
	Person	Proxy	1			·	
		Authorizatio	on				
Promoters and	2		0	2	26,19,490	33.95	
Promoter Group:					, ,		
Public:	22		1	23	40,293	0.52	
Total	24		1	25	26,59,783	34.47	
No. of Shareholders	attended	the meetin	ng	Promoter	s and Promoter	Nil	
through Video Conference	ing:			Group:			
(No Video conferencia available)	ng facility	Public:		Nil			

#### Details of the Agenda:

Item No.1: To receive, consider and adopt the Financial Statements of the Company for the year ended 31 March 2014 including Audited Balance Sheet as at 31 March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors' and Auditors' thereon.

#### **Resolution required: Ordinary Resolution**

Mode of voting: E-voting + Poll

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [3]=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	4592257	3852450	83.89	3852450	0	100.00	0.00
Public – Institutional holders	12566	0	0.00	0	0	0.00	0.00
Public-Others	3111183	16830	0.54	16830	0	100.00	0.00
Total	7716006	3869280	50.15	3869280	0	100.00	0.00

<sup>%</sup> of votes in 'favour' and 'against' are calculated on the basis of valid votes

## Item No.2: Declaration of Dividend for the financial year ended 31 March 2014.

**Resolution required: Ordinary Resolution** 

Mode of voting: E-voting + Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	4592257	3852450	83.89	3852450	0	100.00	0.00
Public – Institutional holders	12566	0	0.00	0	0	0.00	0.00
Public-Others	3111183	16830	0.54	16830	0	100.00	0.00
Total	7716006	3869280	50.15	3869280	0	100.00	0.00

<sup>%</sup> of votes in 'favour' and 'against' are calculated on the basis of valid votes



being there...

**Item No.3:** Appointment of Mr M Ravi Kumar (DIN: 00089921), who retires by rotation and being eligible offers himself for reappointment.

**Resolution required: Ordinary Resolution** 

Mode of voting: E-voting + Poll

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [3]=[{2]/(1}]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter	4592257	3852450	83.89	3852450	0	100.00	0.00
Group Public – Institutional holders	12566	0	0.00	0	0	0.00	0.00
Public-Others	3111183	16830	0.54	16830	0	100.00	0.00
Total	7716006	3869280	50.15	3869280	0	100.00	0.00

<sup>%</sup> of votes in 'favour' and 'against' are calculated on the basis of valid votes

**Item No.4:** Appointment of M/s Gokhale & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company.

**Resolution required: Ordinary Resolution** 

Mode of voting: E-voting + Poll

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter	4592257	3852450	83.89	3852450	0	100.00	0.00
Group Public - Institutional	12566	0	0.00	0	0	0.00	0.00
holders Public-Others	3111183	16830	0.54	16830	0	100.00	0.00
Total	7716006	3869280	50.15	3869280	0	100.00	0.00

<sup>%</sup> of votes in 'favour' and 'against' are calculated on the basis of valid votes

Item No.5: Appointment of Cmde Sarvotham Rao (DIN: 00015530) as an Independent Director.

Resolution required: Ordinary Resolution

Mode of voting: E-voting + Poll

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter	4592257	3852450	83.89	3852450	0	100.00	0.00
Group Public – Institutional	12566	0	0.00	0	0	0.00	0.00
holders Public-Others	3111183	16830	0.54	16830	0	100.00	0.00
Total	7716006	3869280	50.15	3869280	0	100.00	0.00

<sup>%</sup> of votes in 'favour' and 'against' are calculated on the basis of valid votes

Item No.6: Appointment of Mr G Prasad (DIN: 00026718) as an Independent Director.

**Resolution required: Ordinary Resolution** 

Mode of voting: E-voting + Poll





No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [3]=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
4592257	3852450	83.89	3852450	0	100.00	0.00
12566	0	0.00	0	0	0.00	0.00
	1,020	0.54	16830	0	100.00	0.00
7716006	3869280	50.15	3869280	0	100.00	0.00
	shares held (1) 4592257 12566 3111183	shares votes polled (2)  4592257 3852450  12566 0  3111183 16830	No.   Orange   Shares   Notes   Polled   Orange   Polled   Orange   Shares   Share	No. of shares   votes   Polled   on outstanding shares   (3)=[(2)/(1)]*100     (4)	No. of shares held (1)   Votes polled on cutstanding shares (3)=[(2)/(1)]*100   Votes polled (2)   Shares (3)=[(2)/(1)]*100   (4)   Votes polled on cutstanding shares (3)=[(2)/(1)]*100   (4)   Votes polled on cutstanding in favour (4)   (5)   Polled on cutstanding in favour (4)   (5)   Polled on cutstanding in favour (4)   Polled on cutstanding in favour (5)   Polled on cutstanding in favour (6)   Polled on cutstanding in favour (7)   Polled on	No. of shares votes held (1) (2) (3)=[(2)/(1)]*100 (4) (5) (5) (6)=[(4)/(2)]*10 (6)= (6)=[(4)/(2)]*10 (7) (8) (9) (9) (9) (9) (9) (9) (9) (9) (9) (9

<sup>%</sup> of votes in 'favour' and 'against' are calculated on the basis of valid votes

Item No.7: Appointment of Mrs M Sridevi (DIN: 02446610) as an Independent Director.

**Resolution required: Ordinary Resolution** 

Mode of voting: E-voting + Poll

Mode of voting: E-ve	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [3]=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter	4592257	3852450	83.89	3852450	0	100.00	0.00
Group Public - Institutional	12566	0	0.00	0	0	0.00	0.00
holders		15020	0.54	16830		100.00	0.00
Public-Others Total	3111183 7716006	16830 3869280	50.15	3869280	0	100.00	0.00

<sup>%</sup> of votes in 'favour' and 'against' are calculated on the basis of valid votes

Item No.8: Reappointment of Mr Ashok Atluri (DIN: 00056050) as the Managing Director of the Company.

Resolution required: Ordinary Resolution

Mode of voting: E-voting + Poll

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [3]=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter	4592257	3852450	83.89	3852450	0	100.00	0.00
Group Public – Institutional	12566	0	0.00	0	0	0.00	0.00
holders		15000	0.54	16830	0	100.00	0.00
Public-Others	3111183 7716006	16830 3869280	50.15	3869280	0	100.00	0.00

<sup>%</sup> of votes in 'favour' and 'against' are calculated on the basis of valid votes

Accordingly, all the Ordinary Resolutions proposed in notice of 21st Annual General Meeting of the Members of the Company held on Saturday the 27 September 2014 were passed and approved by the Members with requisite majority.

For Zen Technologies Limited

**Company Secretary** 

Place: Hyderabad

Date: 27 September 2014



# Flat No. 201, IInd Floor, Lake View Towers, Safari Nagar, Near Hitech City, Kothaguda, Kondapur, Hyderabad - 500 084. Ph: 040-64557764 M: 98666 20104 e-mail: mahadev.pcs@gmail.com

#### Report of Scrutinizer

[Pursuant to section 108 of the Companies Act 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To.
The Chairman
21<sup>st</sup> Annual General Meeting of Equity Shareholders
of Zen Technologies Limited to be held
on 27 September 2014 at 10.30 am at
B-42. Industrial Estate, Sanathnagar
Hyderabad – 500018, Telangana

Dear Sir.

- I. Mahadev Tirunagari, Company Secretary in Practice, appointed as Scrutinizer of Zen Technologies Limited for the purpose of scrutinizing the e-voting Process in a fair and transparent manner and ascertaining the requisite majority in respect of the resolutions put to vote through e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, at the 21<sup>st</sup> Annual General Meeting of Equity Shareholders of Zen Technologies Limited **to be held on** 27 September 2014 at 10.30 am **at** the Registered Office at B-42, Industrial Estate, Sanathnagar, Hyderabad–500018. I submit my report as under
  - 1. The E-voting period remained open from 17 September 2014 (10.00 a.m.) to 19 September 2014 (6.00 p.m).
  - 2. The Shareholders holding shares as on the "Cut off" date i.e. 22 August 2014 were entitled to vote on the proposed resolutions (item no.1 to 8) as set out in the Notice dated 09 August 2014 of the 21<sup>st</sup> Annual General Meeting of Zen Technologies Limited.
  - 3. The votes were unblocked on 20 September 2014 around 2:30 P.M in the presence of two witnesses, Ms G Padmini and Mr Ram Prasad, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms G Padmini

4. Thereafter the details containing inter-alia, list of Equity Shareholders, who voted 'For' and 'Against' were downloaded from the e-voting Website of Karvy Computershare Private Limited (https://evoting.karvy.com)



#### 5. The Results of e-voting is as under

Resolution 1- Consider and adopt the Financial Statements of the Company for the year ended 31 March 2014 including Audited Balance Sheet as at 31 March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors' and Auditors' thereon. (i) Voted in favour of the resolution Number of Members Number of votes cast in % of total number of valid voted through electronic | favour of the resolution votes cast voting system 1316106 100 6 (ii) Voted in against the resolution Number of Members Number of votes cast % of total number of valid voted through electronic against the resolution votes cast voting system 0 0 0 (iii) Invalid Votes Total number of members whose Total number of Votes cast by them votes were declared as invalid 0 0

Resolution 2- Declaratio	n of Div	idend for the fina	ncial year ended 31 March		
2014					
(i) Voted in favour of the	e resolutio	on			
Number of Members	Number	of votes cast in	% of total number of valid		
voted through electronic	favour o	of the resolution	votes cast		
voting system					
6	131610	6	100		
(ii) Voted in against the re	esolution				
Number of Members	Number	of votes cast	% of total number of valid		
voted through electronic	against	the resolution	votes cast		
voting system					
0	0		0		
(iii) Invalid Votes					
Total number of members	s whose	Total number of Votes cast by them			
votes were declared as inv	alid				
0		0			



Resolution 3- Appoint a Director in place of Mr M Ravi Kumar (DIN:									
00089921), who retires	by rotation and being	eligible offers himself for							
reappointment.									
(i) Voted in favour of the resolution									
Number of Members	Number of votes cast in	% of total number of valid							
voted through electronic	favour of the resolution	votes cast							
voting system									
6	1316106	100							
(ii) Voted in against the re	esolution								
Number of Members	Number of votes cast	% of total number of valid							
voted through electronic	against the resolution	votes cast							
voting system									
0	0	0							
(iii) Invalid Votes									
Total number of member	s whose   Total number of	Votes cast by them							
votes were declared as inv	valid								
0	0								

Resolution 4- Appoint	M/s Go	khale &	Co.,	Chartered Accountants,	
Hyderabad as Statutory	Auditors	of the Com	pany.	,	
(i) Voted in favour of the	e resolution	n			
	Number of votes cast in			% of total number of valid	
voted through electronic	favour of	f the resolution	on	votes cast	
voting system					
6	1316106			100	
(ii) Voted in against the re	esolution				
Number of Members	Number	of votes	cast	% of total number of valid	
voted through electronic	against tl	the resolution		votes cast	
voting system					
()	0			0	
(iii) Invalid Votes					
Total number of member	s whose	Total number of Votes cast by them			
votes were declared as inv	alid				
0		0			



Resolution 5- Appoint	Cmde Sarvo	tham Rao	(DIN: 00015530) as an
Independent Director.			
(i) Voted in favour of the	resolution		
Number of Members	Number of v	otes cast in	% of total number of valid
voted through electronic	favour of the	resolution	votes cast
voting system			
6	1316106		100
(ii) Voted in against the re	solution		
Number of Members		votes cast	% of total number of valid
voted through electronic	against the res	solution	votes cast
voting system			
0	0		0
(iii) Invalid Votes			
Total number of member	s whose Tota	l number of	Votes cast by them
votes were declared as inv	alid		
0	0		

Resolution 6- Appoint Mr G Prasad (DIN: 00026718) as an Independent			
Director.			
(i) Voted in favour of the	e resolutio	n	
Number of Members voted through electronic voting system			% of total number of valid votes cast
6	1316106	)	100
(ii) Voted in against the re Number of Members voted through electronic voting system	Number	of votes cast he resolution	% of total number of valid votes cast
0	0		0
(iii) Invalid Votes  Total number of members whose votes were declared as invalid  Total number of Votes cast by them			
0		0	



Resolution 7- Appoint Mrs M Sridevi (DIN: 02446610) as an Independent			
Director.		A	
(i) Voted in favour of the	resolutio	on	
Number of Members	Number	of votes cast in	% of total number of valid
voted through electronic	favour o	of the resolution	votes cast
voting system			
6	1316106	6	100
	1		
(ii) Voted in against the re	esolution		
Number of Members		of votes cast	% of total number of valid
voted through electronic	against t	the resolution	votes cast
voting system			
0	0		0
(iii) Invalid Votes			
Total number of members whose   Total number of Votes cast by them		Votes cast by them	
votes were declared as inv			
0		0	

Resolution 8- Reappointment of Mr Ashok Atluri (DIN: 00056050) as the				
Managing Director of the Company.				
(i) Voted in favour of the	e resolutio	on		
Number of Members voted through electronic voting system			% of total number of valid votes cast	
6	1316106	ó	100	
(ii) Voted in against the re Number of Members voted through electronic voting system	Number	of votes cast	% of total number of valid votes cast	
0	0		0	
(iii) Invalid Votes  Total number of members whose votes were declared as invalid  Total number of Votes cast by them				
0		0		



**6.** The register, all other papers and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 21<sup>st</sup> Annual General Meeting and thereafter the same shall be handed over to the Company for safe keeping.

Thanking you. Yours faithfully

Mahadev Tirunagari

**Company Secretary in Practice** 

FCS: 6681 CP No.: 7350

Place: Hyderabad

Date: 20 September 2014



# Flat No. 201, IInd Floor, Lake View Towers, Safari Nagar,
Near Hitech City, Kothaguda, Kondapur, Hyderabad - 500 084.
Ph: 040-64557764 M: 98666 20104 e-mail: mahadev.pcs@gmail.com

#### Report of Scrutinizer

[Pursuant to section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
21<sup>st</sup> Annual General Meeting of Equity Shareholders
of Zen Technologies Limited
held on 27 September 2014 at 10.30 am at
B-42, Industrial Estate, Sanathnagar
Hyderabad – 500018, Telangana

Dear Sir,

- I, Mahadev Tirunagari, Company Secretary in Practice, appointed as Scrutinizer of Zen Technologies Limited for the purpose of the poll taken on the below mentioned resolution(s), at the 21<sup>st</sup> Annual General Meeting of Equity Shareholders of Zen Technologies Limited **held on** 27 September 2014 at 10.30 am **at** the Registered Office at B-42, Industrial Estate, Sanathnagar, Ilyderabad–500018. I submit my report as under
  - 1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
  - 2. The locked ballot box was subsequently opened in my presence 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
  - 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately or I did not find any poll papers invalid





## 4. The result of the Poll is as under

for the year ended 31 M March 2014, the Staten	March 2014 including Aud nent of Profit and Loss an late along with the Report	Statements of the Company lited Balance Sheet as at 31 d Cash Flow Statement for s of the Board of Directors'
present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	
16	2553174	100
(ii) Voted in against the re Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes  Total number of members and voting (in person proxy) whose votes declared as invalid	or by were	otes cast by them
U	0	

Resolution 2- Declaration of Dividend for the financial year ended 31 March			
2014		•	
(i) Voted in favour of the	e resolution		
Number of Members	Number of votes cast by	% of total number of valid	
	them in favour of the	votes cast	
person or by proxy)	resolution		
16	2553174	100	
(ii) Voted in against the re			
Number of Members	Number of votes cast by	% of total number of valid	
	them against the	votes cast	
person or by proxy)	resolution		
0	0	0	
(iii) Invalid Votes			
Total number of members	present   Total number of \	otes cast by them	
and voting ( in person or by			
proxy) whose votes	were		
declared as invalid			
0	0		





Resolution 3- Appoint a Director in place of Mr M Ravi Kumar (DIN:					
00089921), who retires by rotation and being eligible offers himself for					
	reappointment.  (i) Voted in favour of the resolution				
		% of total number of valid			
	them in favour of the				
*	resolution	;			
16	2553174	100			
10					
(ii) Voted in against the re	esolution				
Number of Members	Number of votes cast by	% of total number of valid			
	them against the				
person or by proxy)					
0	0	0			
(iii) Invalid Votes	(iii) Invalid Votes				
Total number of members present   Total number of Votes east by them					
and voting ( in person or by					
proxy) whose votes were					
declared as invalid					
()	0				

		Chartered Accountants,			
Hyderabad as Statutory	Auditors of the Company				
(i) Voted in favour of the	resolution				
Number of Members	Number of votes cast by	% of total number of valid			
present and voting (in	them in favour of the	votes cast			
person or by proxy)					
16	2553174	100			
(ii) Voted in against the re	solution				
Number of Members	Number of votes cast by	% of total number of valid			
present and voting (in	them against the	votes cast			
person or by proxy)					
0	0	0			
(iii) Invalid Votes					
Total number of members	present Total number of	Votes cast by them			
and voting (in person or by					
proxy) whose votes were					
declared as invalid					
0	0				





Resolution 5- Appoint	Cmde Sarvotham Rao	(DIN: 00015530) as an			
Independent Director.					
(i) Voted in favour of the					
Number of Members	Number of votes cast by	% of total number of valid			
present and voting ( in	them in favour of the	votes cast			
person or by proxy)	resolution				
16	2553174	100			
(ii) Voted in against the re	esolution				
		% of total number of valid			
present and voting (in	them against the	votes cast			
person or by proxy)	resolution				
0	0	0			
(iii) Invalid Votes	(iii) Invalid Votes				
Total number of members	present Total number of V	Votes cast by them			
and voting (in person or by					
proxy) whose votes	were				
declared as invalid					
0	0				

Resolution 6- Appoint Mr G Prasad (DIN: 00026718) as an Independent					
Director.					
(i) Voted in favour of the	(i) Voted in favour of the resolution				
Number of Members	Number of votes cast by	% of total number of valid			
present and voting ( in	them in favour of the	votes cast			
person or by proxy)	resolution				
16	2553174	100			
(ii) Voted in against the re	solution				
Number of Members	Number of votes cast by	% of total number of valid			
present and voting (in	them against the	votes cast			
person or by proxy)	resolution				
0	0	0			
(iii) Invalid Votes					
Total number of members present   Total number of Votes cast by them					
and voting ( in person or by					
proxy) whose votes were					
declared as invalid					
0	0				





Resolution 7- Appoint Mrs M Sridevi (DIN: 02446610) as an Independent					
Director.		,			
(i) Voted in favour of the	(i) Voted in favour of the resolution				
	Number of votes cast by				
present and voting (in	them in favour of the	votes cast			
person or by proxy)	resolution				
16	2553174	100			
(ii) Voted in against the re	solution				
	Number of votes cast by				
	them against the	votes cast			
person or by proxy)	resolution				
0	0	0			
(iii) Invalid Votes	(iii) Invalid Votes				
Total number of members	1	Votes cast by them			
and voting ( in person	or by				
proxy) whose votes	were				
declared as invalid					
0	0				

Resolution 8- Reappointment of Mr Ashok Atluri (DIN: 00056050) as the					
Managing Director of th					
(i) Voted in favour of the	(i) Voted in favour of the resolution				
	Number of votes cast by				
present and voting (in	them in favour of the	votes cast			
person or by proxy)					
16	2553174	100			
(ii) Voted in against the re	esolution				
Number of Members	Number of votes cast by	% of total number of valid			
present and voting (in	them against the	votes cast			
person or by proxy)	resolution				
0	0	0			
(iii) Invalid Votes					
Total number of members present   Total number of Votes cast by them					
and voting (in person or by					
proxy) whose votes					
declared as invalid					
0	0				





- 5. A file containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company's authorized person for safe keeping.

Thanking you, Yours faithfully

Malladev Tirunagari

Company Secretary in Practice

FCS: 6681 CP No.: 7350

Place: Hyderabad

Date: 27 September 2014





# Flat No. 201, IInd Floor, Lake View Towers, Safari Nagar, Near Hitech City, Kothaguda, Kondapur, Hyderabad - 500 084. Ph: 040-64557764 M: 98666 20104 e-mail: mahadev.pcs@gmail.com

# COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR ZEN TECHNOLOGIES LIMITED

To,

The Chairman,

21<sup>st</sup> Annual General Meeting (AGM) of the Equity Sahreholders of Zen Technologies Limited held on Saturday, 27 September 2014 at 10.30 A.M. at B-42, Industrial Estate, Sanathnagar, Hyderabad – 500018, Telangana India.

Dear Sir,

1, Mahadev Tirunagari, Company Secretary in Practice, appointed as Scrutinizer for the e-voting and for the Poll held at the 21st AGM of the Company on 27 September 2014.

The Company had appointed Karvy Computershare Private Limited as the service provider, for executing the facility of electronic voting to the shareholders of the company from Wednesday, 17 September 2014 (10:00AM IST) to Friday, 19 September 2014 (6:00 PM IST) for all the resolutions set forth in the AGM notice. The e-voting results were unblocked by me on 20 September 2014 in the presence of two witness and the details are given in scrutinizer report on e-voting dated 20 September 2014.

At the 21<sup>st</sup> AGM of the Company held on 27 September 2014, the Chairman of the Company had suo moto called for a poll to facilitie the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process. For further details kindly refer to my Scrutinizer report in form MGT-13 dated 27 September 2014.

The results of the e-voting together with that of the Poll is annexured herewith.

All the resolutions stands passed under e-voting and Poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider, both electronically and manually, in respect of the votes cast through e-voting and Poll by the Shareholders of the Company and the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Mahade Tirunagari Company Secretary in Practice

FCS: 6681 CP No.: 7350

Place: Hyderabad

Date: 27 September 2014

# Zen Technologies Limited

The results of the E-voting together with that of POLL:

Annexure

Item number of Notice and type of resolutio	Description	Particul ars of Busines s	Total no. of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstained Votes*	
				No's	% age	No's	% age	No's	% age
n	C :1 1 -1	Possetions	(	121(10(	100	0			-
1.	Consider and adopt the Financial	Evoting	6	1316106	100	0	0	0	0
Ordinary	Statements of the	Poll	16	2553174	100	0	0	0	$\frac{1}{0}$
	Company for the year ended 31 March 2014 including Audited Balance Sheet as at 31 March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors' and Auditors' thereon.	Total	22	3869280	100	0	0	0	0
2.	Declaration of	Evoting	6	1316106	100	0	0	0	0
Ordinary	Dividend for the	Poll	16	2553174	100	0	0	0	0
	financial year ended 31 March 2014.	Total	22	3869280	100	0	0	0	0
3.	Appoint a Director in	Evoting	6	1316106	100	0	0	0	0
Ordinary	place of Mr M Ravi	Poll	16	2553174	100	0	0	0	0
	Kumar (DIN: 00089921), who retires by rotation and being eligible offers himself for reappointment	Total	22	3869280	100	0	0	0	0
4.	Appoint M/s Gokhale	Evoting	6	1316106	100	0	0	0	0
Ordinary	& Co., Chartered	Poll	16	2553174	100	0	0	0	0
	Accountants, Hyderabad as Statutory Auditors of the Company	Total	22	3869280	100	0	0	0	0



5.	Appoint Cmde	Evoting	6	1316106	100	0	0	0	0
Special	Sarvotham Rao (DIN:	Poll	16	2553174	100	0	0	0	0
	00015530) as an Independent Director.	Total	22	3869280	100	0	0	0	0
6.	Appoint Mr G Prasad	Evoting	6	1316106	100	0	0	0	0
8	(DIN: 00026718) as an Independent Director.	Poll	16	2553174	100	0	0	0	0
		Total	22	3869280	100	0	0	0	0
7.	Appoint Mrs M	Evoting	6	1316106	100	0	0	0	0
Special	Sridevi (DIN :	Poll	16	2553174	100	0	0	0	0
. In the contract of A Man	02446610) as an Independent Director.	Total	22	3869280	100	0	0	0	0
	Reappointment of Mr	Evoting	6	1316106	100	0	0	0	
Special	Ashok Atluri (DIN: 00056050) as the Managing Director of the Company.	Poll	16	2553174	100	0	0	0	0
		Total	22	3869280	100	0	0	0	0

Manadev Tirunagari Company Secretary in Practice

FCS: 6681 CP No.: 7350

Place: Hyderabad 27 September 2014.

