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## 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

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT, RESULTS DECLARED ON 18 SEPTEMBER 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT B-42, INDUSTRIAL ESTATE, SANATHNAGAR, HYDERABAD – 500 018, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**ITEM NO.1: Sub-division of each equity share of ₹10/- into 10 equity shares of ₹1/- each fully paid-up**

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment or re-enactment thereof for the time being in force), and in accordance with Article 12 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of ₹10/- (Rupees Ten only) into 10(Ten) Equity Shares of Face value of ₹1/- (Rupee One only) each fully paid-up and consequently, the Authorized Share Capital of the Company of ₹20,00,00,000/- (Rupees Twenty Crores only) would comprise of 20,00,00,000 (Twenty Crores only) Equity Shares of ₹1/- (Rupee One only) each with effect from the “Record Date” to be determined by the Board for this purpose.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the Company, each Equity Share of the Face value of ₹10/- (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 10 (Ten) Equity Shares of the Face value of ₹1/- (Rupee One only) each fully paid-up, with effect from the Record Date.

**RESOLVED FURTHER THAT** on sub-division, the 10 (Ten) Equity Shares of the Face value of ₹1/- (Rupee One only) each be issued in lieu of one Equity Share of ₹10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of ₹10/- (Rupees Ten only) each of the Company and shall be entitled to dividend(s) to be declared after the sub-division of equity shares.

**RESOLVED FURTHER THAT** upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of ₹10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of ₹1/- (Rupee One only) each on sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.

*(Signature)*

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





**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.”

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO.1 &2**

The Equity Shares of the Company are listed on the BSE Limited (BSE). With a view to broad base the investor base by encouraging the participation of the small investors and also to increase the liquidity of equity shares of the Company, the Board of Directors at its meeting held on 9 August 2014 have approved the sub-division of each equity share of face value of ₹10/- (Rupees Ten only) of the Company into 10 (Ten) equity shares of face value ₹1/- (Rupee One only) each, subject to your approval.

Accordingly, each issued equity share of nominal value ₹10/- (Rupees Ten only) of the Company existing on the Record Date shall stand sub-divided into 10 (Ten) equity shares of nominal value ₹1/- (Rupee one only) each.

The Record Date for the aforesaid sub-division of the equity shares will be fixed by the Board of Directors after the approval of the Members.

At present, the Authorized Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores only) Equity Shares of ₹10/- (Rupees Ten only) each. The Issued, Subscribed and Paid-up Share Capital of the Company is ₹ 7,71,60,060/- (Rupees Seven Crores Seventy One Lakhs Sixty Thousand and Sixty only) divided into 77,16,006 (Seventy Seven Lakhs Sixteen Thousand and Six) Equity Shares of ₹10/- (Rupees Ten only) each.

The proposed sub-division of equity shares of the Company from ₹10/- (Rupees Ten only) per equity share to ₹1/- (Rupee One only) per equity share, requires amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in the Resolution at Item No. 2, to reflect the alteration in the authorized share capital of the Company, i.e., from ₹ 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores only) Equity Shares of ₹10/- (Rupees Ten only) each to 20,00,00,000 (Twenty Crores) Equity Shares of ₹ 1/- (Rupee One only) each.

Accordingly, the Board seeks approval of the Members for Resolutions at Item Nos. 1 and 2 for the proposed sub-division of each Equity Share of nominal value of ₹10/- (Rupees Ten only) of the Company into 10 (Ten) Equity Shares of ₹1/- (Rupee One only) each and the consequent amendments to Clause V of the Memorandum of Association of the Company.

The Board is of the opinion that the aforesaid sub-division of the nominal value of equity shares is in the best interest of the members and hence commends passing of the Resolutions at Items Nos. 1 and 2.

  
Anand



A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company during working hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the Postal Ballot from the date of dispatch of the Notice.

The Directors, the Key Managerial Personnel and their relatives are deemed to be concerned or interested in the resolutions at Item Nos. 1 and 2 only to the extent of shares held by them, if any, in the Company. The proposed Resolutions do not relate to or affect any other Company.

Your approval is sought by voting through Postal Ballot or through e-voting, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolutions under Item No. 1 and 2 as set out in this Notice.

//Certified True Copy//

For Zen Technologies Limited

M Amala

Company Secretary

