

To,
The Manager,
Department of Corporate Services- Compliances
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

Sub: Postal Ballot Voting Results along-with Scrutinizer's Report-Regulations 44 and 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir/Madam,

This is with reference to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 108 of the Company Act , 2013 and rule 20(4)(xii) of the Companies (Management & Administration) Rules, 2014. This is to inform you that the shareholders of the Company have been approved the resolutions proposed in the notice of postal ballot dated 04th December, 2023 with the requisite majority.

In this regard please find enclosed the following: -

1. Scrutinizer Report dated January 08th, 2024 pursuant to section 108 of the Company Act , 2013 and rule 20(4)(xii) of the Companies (Management & Administration) Rules,2014.
2. Details of Voting Result in the prescribed format.

This is for your information and record.

Thanking You

Yours Faithfully

For Zeal Global Services Limited
Formerly Zeal Global Services Private Limited

MONAL Digitally signed by
GUPTA MONAL GUPTA
Date: 2024.01.08
21:43:48 +05'30'

Monal Gupta
Company Secretary cum Compliance Officer
Enclosed: C.C

Date: 08.01.2024

Zeal Global Services Limited
(Formerly Zeal Global Services Private Limited)

SCRUTINIZERS' REPORT

[Pursuant to Section 108, Section 110 of the Companies Act, 2013 (hereinafter referred as "Act"), read with 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Zeal Global Services Limited
Regd. Off.: A-261-262, Third Floor, Street No. 6,
Mahipalpur Extension, New Delhi, Delhi, India, 110037

Subject: Scrutinizer's Report on Postal Ballot Process conducted through electronic voting mechanism.

Dear Sir,

I, CS Dharamveer Dabodia (Company Secretary in Practice) has been appointed as Scrutinizer by the Board of Directors of Zeal Global Services Limited (the Company) in its meeting held on 04th December, 2023, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing Remote e-voting in a fair and transparent manner and for ascertaining the requisite majority for passing the resolutions as contained in the aforementioned Notice and reproduced herein below:

Special Resolutions:

- ITEM NO.1: To Consider and Approve for giving Authorization to Board of Directors to advance any Loan, give any Guarantee or to provide any Security for the amount proposed to be Borrowed by Ziv Hotels Private Limited. (under Section 185 of the Companies Act 2013)
- ITEM NO.2: To Increase the Borrowing Limits of the Company or the aggregate of the Paid-Up Capital and Free Reserve of the Company, whichever Is Higher. (under Section 180(1)(c) of the Companies Act 2013)
- ITEMNO.3: To give authority to Board of Directors to create Charge/Sell/Lease or otherwise dispose of the Whole or Substantially the Whole of the Undertaking of the Company. (under Section 180(1)(a) of the Companies Act 2013)

The Board of Directors of the Company issued the Postal Ballot Notice dated 04th December, 2023 (Hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice by way of voting through electronic means ('e-voting') only; as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular number 10/2021 dated June 23, 2021 and Circular number 20/2021 dated December 8, 2021, 03/2022 dated May 05, 2022, 11/2022 dated September 28, 2022 and 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars").

I hereby submit my report on the voting on the Special Resolutions as proposed in the Postal Ballot Notice dated 04th December, 2023 as under:-

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-voting by the shareholders on the resolutions contained in the Notice of the Postal Ballot of the Company is the responsibility of the Management. Our responsibility as a Scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render Scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the Resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL).
2. In terms of applicable provisions of the Companies Act, 2013 read with rules made thereunder MCA Circulars, company has made arrangement with NSDL for providing facility/platform for Remote e-voting.
3. As confirmed by Management, the Postal Ballot Notice dated 04th December, 2023 was sent electronically on 08th December, 2023 to the members who had registered their Email IDs with the Depository Participants/Depositories. As exempted under MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope were not sent to the Members for the present Postal Ballot.
4. As required under Rule 22(3) of Companies (Management and Administration) Rules, 2014, the Company has published an advertisement on 09th December, 2023 in Financial Express (English Newspaper) & Jansatta (Hindi Newspaper).
5. As per Companies (Management and Administration) Rules, 2014 as amended upto date, the remote e-voting opened from Friday, 08th December, 2023 at 9.00 A.M. (IST) and ended on Saturday, 06th January, 2024 at 5.00 P.M. (IST).
6. The Equity Shareholders holding shares as on 01st December, 2023, "cut-off date", were entitled to vote on the Resolutions stated in the Notice dated 04th December, 2023 of Postal Ballot of the Company.
7. The Company has sent Postal Ballot Notice dated 04th December 2023 containing three resolutions proposed for the consideration of shareholders. However, the Company's RTA has inadvertently created EVEN only for the two resolutions and on my advice, RTA on 04th January, 2024 has added the missing resolution relating to "INCREASE THE BORROWING LIMITS OF THE COMPANY OR THE AGGREGATE OF THE PAID-UP CAPITAL AND FREE RESERVE OF THE COMPANY" to the said EVEN.
8. After the closure of Voting period on 06th January, 2024, I have unblocked the electronic votes in the presence of two witnesses, who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e-voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>).
9. The total votes cast in favour or against all the resolutions proposed in the Notice of Postal Ballot are as under:

RESOLUTION NO. 1: TO CONSIDER AND APPROVE FOR GIVING AUTHORIZATION TO BOARD OF DIRECTORS TO ADVANCE ANY LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY FOR THE AMOUNT PROPOSED TO BE BORROWED BY ZIV HOTELS PRIVATE LIMITED. (UNDER SECTION 185 OF THE COMPANIES ACT 2013)

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	9823600	85.78

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	1628400	14.22

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

RESOLUTION 2: TO INCREASE THE BORROWING LIMITS OF THE COMPANY OR THE AGGREGATE OF THE PAID-UP CAPITAL AND FREE RESERVE OF THE COMPANY, WHICHEVER IS HIGHER. (UNDER SECTION 180(1)(C) OF THE COMPANIES ACT 2013)

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	8	9791800	94.53

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	567000	5.47

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

RESOLUTION 3: TO GIVE AUTHORITY TO BOARD OF DIRECTORS TO CREATE CHARGE/SELL/LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY. (UNDER SECTION 180(1)(A) OF THE COMPANIES ACT 2013)

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	9823600	85.78

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	1628400	14.22

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

Based on the above Report, Chairman may declare the results of the Postal Ballot resolutions. All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of Postal Ballot held and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you.

Yours faithfully

**For Dharamveer Dabodia & Associates
Company Secretaries**

DHARAM VEER
DABODIA

Digitally signed by DHARAM VEER
DABODIA
Date: 2024.01.08 21:33:47 +05'30'

(DHARAMVEER DABODIA)
M. No.- A29365, CP No.-14305

UDIN- A029365E003147249
Peer Review No.- 2523/ 2022

Place: New Delhi
Dated: 08.01.2024

Details of Voting Results

Date of the Postal Ballot	06 th January, 2024
Total Number of Shareholders on record date (i.e. Friday 01 st December , 2023 – Cutoff date for e-voting purpose)	897 (Eight Hundred Ninety Seven only)
No. of Shareholders present in the meeting either in person or through proxy & voted electronically:	
1. Promoters and promoter Group:	NIL
2. Public:	NIL
No. of Shareholders attended the meeting through Video Conferencing	
1. Promoters and promoter Group:	NIL
2. Public:	NIL

Agenda –Wise Disclosure

Resolution 1: TO CONSIDER AND APPROVE FOR GIVING AUTHORIZATION TO BOARD OF DIRECTORS TO ADVANCE ANY LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY FOR THE AMOUNT PROPOSED TO BE BORROWED BY ZIV HOTELS PRIVATE LIMITED.

Zeal Global Services Limited
(Formerly Zeal Global Services Private Limited)

Resolution Required : (Ordinary/Special)					Special			
Whether Promoter/Promoter Group was interested in the Agenda/resolution					Yes			
Category	Mode of Voting	No. of share held	No. of Votes E-voting	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	9769525	9769375	100	9769375	Nil	100	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total	9769525	9769375	100	9769375	Nil	100	Nil
Public-Institutions	E-voting	Nil	Nil	Nil	N.A.	N.A.	Nil	Nil
	E-voting at EGM		Nil	Nil	N.A.	N.A.	Nil	Nil
	Postal Ballot							
	Total	Nil	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	3540225	1682625	47.53	54225	1628400	3.22	96.78
	E-voting at EGM		Nil	Nil	N.A.	N.A.	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total	3540225	1682625	47.53	54225	1628400	3.22	96.78
Total		13309750	11452000	86.04	9823600	1628400	85.78	14.22

Zeal Global Services Limited

(Formerly Zeal Global Services Private Limited)

--	--	--	--	--	--	--	--

Resolution 2: TO INCREASE THE BORROWING LIMITS OF THE COMPANY OR THE AGGREGATE OF THE PAID-UP CAPITAL AND FREE RESERVE OF THE COMPANY, WHICHEVER IS HIGHER

Resolution Required : (Ordinary/Special)					Special			
Whether Promoter/Promoter Group was interested in the Agenda/resolution					No			
Category	Mode of Voting	No. of share held	No. of Votes E-voting	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	9769525	9769375	100	9769375	Nil	100	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total	9769525	9769375	100	9769375	Nil	100	Nil
Public-Institutions	E-voting	Nil	Nil	Nil	N.A.	N.A.	Nil	Nil
	E-voting at EGM		Nil	Nil	N.A.	N.A.	Nil	Nil
	Postal Ballot							
	Total	Nil	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	3540225	589425	16.65	22425	567000	3.80	96.20
	E-voting at EGM		Nil	Nil	N.A.	N.A.	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil

Zeal Global Services Limited

(Formerly Zeal Global Services Private Limited)

	Total	3540225	589425	16.65	22425	567000	3.80	96.20
Total		13309750	10358800	77.83	9791800	567000	94.53	5.47

Resolution 3: TO GIVE AUTHORITY TO BOARD OF DIRECTORS TO CREATE CHARGE/SELL/LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY

Resolution Required : (Ordinary/Special)					Special			
Whether Promoter/Promoter Group was interested in the Agenda/resolution					No			
Category	Mode of Voting	No. of share held	No. of Votes E-voting	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	9769525	9769375	100	9769375	Nil	100	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total	9769525	9769375	100	9769375	Nil	100	Nil
Public-Institutions	E-voting	Nil	Nil	Nil	N.A.	N.A.	Nil	Nil
	E-voting at EGM		Nil	Nil	N.A.	N.A.	Nil	Nil
	Postal Ballot							
	Total	Nil	Nil	Nil	N.A.	N.A.	Nil	Nil
	E-voting	3540225	1682625	47.53	54225	1628400	3.22	96.78

Zeal Global Services Limited

(Formerly Zeal Global Services Private Limited)

Public- Non Institutions	E-voting at EGM		Nil	Nil	N.A.	N.A.	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total	3540225	1682625	47.53	54225	1628400	3.22	96.78
Total		13309750	11452000	86.04	9823600	1628400	85.78	14.22

Note: The aforesaid resolution was passed with requisite majority.

For Zeal Global Services Limited
Formerly Zeal Global Services Private Limited

MONAL
GUPTA

Digitally signed by MONAL
GUPTA
Date: 2024.01.08 21:45:16
+05'30'

Monal Gupta
Company Secretary cum Compliance Officer
Date: 08/01/2024

Zeal Global Services Limited
(Formerly Zeal Global Services Private Limited)