

April 11, 2025

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

To,
Dept. of Corp. Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Symbol: ZENTEC

Scrip Code: 533339

Dear Sir/Madam,

Sub: Postal Ballot Notice –Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice for your information and records, which has been sent to the members of the Company, for seeking their approval for the matters mentioned therein.

In compliance with Ministry of Corporate Affairs' General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and the subsequent circulars issued in this regard, the latest being Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars"), this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, April 04, 2025 ("Cut-off date").

The Company has engaged the services of Kfin Technologies Limited ("KFinTech") to provide remote e-voting facility to its members. The remote e-voting period commences from 09:00 A.M. (IST) on Monday, April 14, 2025 and ends at 05:00 P.M. (IST) on Tuesday, May 13, 2025. The e-voting module shall be disabled by KFinTech thereafter. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

The Postal Ballot Notice has also been uploaded on the Company's website viz. www.zentechnologies.com.

This is for your kind information and records.

Thanking you

Yours faithfully,

For Zen Technologies Limited

Sourav Dhar
Company Secretary & Compliance Officer

Encl: As above

Works: Plot No. 36, Hardware Park, Near Shamshabad International Airport, Hyderabad - 501 510, Telangana, India



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

Dear Shareholder(s),

NOTICE is hereby given that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with 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 the subsequent circulars issued in this regard, the latest being Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (“**MCA Circulars**”), 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 (“**SEBI Listing Regulations**”) and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), the resolution as set out hereunder is proposed for approval of the shareholders of Zen Technologies Limited (“**the Company**”) by way of postal ballot through remote e-voting process (“**e-voting**”).

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**‘RTA’**)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the ‘Notes’ section to this Notice.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has provided remote e-voting facility to its Members to enable them to cast their votes electronically. 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 instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.zentechnologies.com.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 05:00 p.m. (IST) on Tuesday, May 13, 2025. The remote e-voting will be disabled by KFinTech immediately after the end time and will not be allowed beyond the said date and time.

SPECIAL BUSINESS:

1. Appointment of Mr. Durga Prasad Kode (DIN: 07946821) as an Independent Director of the Company:

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘Rules’) (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Durga Prasad Kode (DIN: 07946821), who has been appointed as an Additional Director (Non-Executive, Independent) of the Company, and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 consecutive years commencing from March 28, 2025 upto March 27, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By the order of the Board of Directors
For **Zen Technologies Limited**

Place: Hyderabad
Date: March 29, 2025

Sd/-
Sourav Dhar
Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice"). Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, in respect of Director seeking appointment forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ KFin Technologies Limited, Company's Registrars and Transfer Agent ('RTA') as on **Friday, April 04, 2025** ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. 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>.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

5. Members who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA (Physical shareholders) / DP (For Electronic Holdings), by following the process prescribed in SEBI Master Circular No - SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 , by submitting the requisite ISR forms. The forms can be downloaded from the link below: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
6. The remote e-voting will commence on **Monday, April 14, 2025 at 09.00 a.m. IST** and will end on **Tuesday, May 13, 2025 at 05.00 p.m. IST**. Remote e-Voting will be blocked by KFinTech immediately after the end time and will not be allowed beyond the said date and time.
7. Members are requested to cast their vote through the remote e-voting process not later than **05.00 p.m. IST on Tuesday, May 13, 2025**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Members, the Members shall not be allowed to change these subsequently.
8. Pursuant to Rule 22(5) of the Rules, the Board of Directors (“Board”) of the Company, vide resolution dated March 29, 2025 has appointed Mr. D S Rao (ACS 12394; CP no.: 14487), Practicing Company Secretary, as the Scrutinizer (‘Scrutinizer’) for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.
9. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by the Chairman. The result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman, or such person as authorized, on or before Thursday, May 15, 2025. The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.
10. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.zentechologies.com and on the website of KFinTech immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
11. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Tuesday, May 13, 2025, i.e. the last date specified for receipt of votes through the remote e-voting process.
12. 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., Tuesday May 13, 2025. Members who wish to inspect such documents are requested to send an email to cosec@zentechologies.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.
13. Members may send their queries related to items included in this Notice to the email id cosec@zentechologies.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.
14. 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 SEBI Listing Regulations, 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:

- a) Login method for remote e-voting for Individual shareholders holding securities in demat mode. The details of the process and manner for remote e-voting are explained herein below:

Step 1 : Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFinTech e-voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.

- b) Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i) Visit URL: https://eservices.nsdl.com ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” iv) Click on the company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services:</p> <ul style="list-style-type: none"> i) To register click on link: https://eservices.nsdl.com ii) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii) Proceed with completing the required fields. iv) Follow steps given in points 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <ul style="list-style-type: none"> i) Open URL: https://www.evoting.nsdl.com/ ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv) Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. v) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> i) Visit URL: www.cdslindia.com ii) Click on New System Myeasi iii) Login with your registered user id and password. iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. v) Click on e-Voting service provider name to cast your

	<p>vote.</p> <p>2. User not registered for Easi/Easiest:</p> <p>i) Option to register is available at site. ii) Proceed with completing the required fields. iii) Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>i) Visit URL: www.cdslindia.com ii) Provide your demat Account Number and PAN No. iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv) After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e-Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of - Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43.

c) Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>

- ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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 e-voting, you can use your existing User ID and password for casting the vote.
- iii) After entering these details appropriately, click on “LOGIN”.
- iv) 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 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.

- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the “EVEN” i.e., “**Zen Technologies Limited**” and click on “Submit”.
- vii) 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 “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), 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).
- xii) 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/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting on its behalf to the Scrutinizer at email id rao_ds7@yahoo.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”.

Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently this Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:

- i) Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii) Alternatively, member may send an e-mail request at einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending this Postal Ballot Notice and the e-voting instructions.

iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

OTHER INSTRUCTIONS

- I. In case a person has become a Member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members who may require any technical assistance or support are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

The following statement sets out all the material facts relating to the Special Resolution No. 1 to be passed as mentioned in the accompanying Notice:

Item No. 1: Appointment of Mr. Durga Prasad Kode (DIN: 07946821) as an Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide the circular resolution dated March 29, 2025, appointed Mr. Durga Prasad Kode as an Additional Director of the Company with effect from March 28, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company. The Board of Directors also appointed Mr. Durga Prasad Kode as an Independent Director of the Company not liable to retire by rotation, for a period of three consecutive years commencing from March 28, 2025 upto March 27, 2028, subject to approval by the Members of the Company.

Brief Profile:

Mr. Durga Prasad Kode, aged 68 years, is a Commerce Graduate, who joined Indian Police Service in 1981 in the undivided Andhra Pradesh Cadre. Subsequently upon the bifurcation of the State in 2014, he was allocated to Telangana Cadre.

Throughout his illustrious career, he has held key positions across various government departments, demonstrating excellence in policing, intelligence, security, and strategic administration. His notable assignments include Commissioner of Police, Visakhapatnam, Chief of Intelligence, Andhra Pradesh, Chief of Greyhounds (Anti-Naxal Operations), Chief of Training & Additional DGP, Procurement. He served as the head of the Special Protection Group (SPG), responsible for providing security cover to the Prime Minister of India. He also led the Central Reserve Police Force (CRPF), the nation's largest Central Armed Police Force.

He was honored with several prestigious awards, including the Indian Police Medal for Meritorious Service, the Antrik Suraksha Seva Medal, the President's Police Medal for Distinguished Service, and the S.P.G. Medal.

Post retirement, he served as an Advisor to the Government of Andhra Pradesh, providing guidance on the construction of roads in remote forest areas.

As Joint Managing Director, Transmission Corporation of Andhra Pradesh (TRANSCO) in the Power Sector he played a key role in the reform process and in curbing losses in the sector, gaining recognition nationally and internationally.

He is actively associated with a charitable trust that focuses on advancing education. Currently he serves as the General Secretary of Vignana Jyothi, a renowned non-profit charitable society that manages prestigious educational institutions in Hyderabad, nurturing students from kindergarten to postgraduate level. Additionally, he serves as a Trustee and Chairman of North South Foundation India, supporting meritorious yet underprivileged students, and as a Trustee of Bhavishya Bharat, a non-profit service organization dedicated to social welfare.

Currently, he serves as an Independent Director on the Boards of CCL Products (India) Limited and NAVA Limited.

His career reflects his extensive experience in Law Enforcement, Governance, Inter & Intra Personnel Relationship, Man Management, Security, Intelligence & Vigilance marking him as a prominent figure in both Public Service and Corporate world. Mr. Prasad is dedicated to utilizing his leadership and expertise to drive the organization's strategic objectives and strengthen its governance framework

With his exceptionally distinguished record of accomplishments, background and expertise in the public administration, management, strategy, etc. the Board is of the opinion that Mr. Prasad's appointment would be in the interest of the Company. Mr. Prasad also fulfills the identified core skills / expertise / competencies, and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in.

Mr. Prasad has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Prasad has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority. Mr. Prasad is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Prasad has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Prasad meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and has submitted a declaration to that effect. In the opinion of the Board, Mr. Prasad is independent of the management.

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing candidature of Mr. Prasad as a Director of the Company. Mr. Prasad has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Mr. Prasad.

As per Section 152 of the Act and the Rules made thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25(2A) approval of the Members by way of a special resolution is required for the appointment of an Independent Director. Accordingly, the approval of the Members is being sought for the appointment of Mr. Prasad as a Director and also as an Independent Director of the Company by way of a Special Resolution.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members on the website of the Company at the link <https://www.zentechnologies.com/investors>.

As required under Regulation 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

Your Directors recommend the aforesaid Resolution for approval by the Members by way of a Special Resolution.

Except Mr. Prasad and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

By the order of the Board of Directors
For **Zen Technologies Limited**

Place: Hyderabad
Date: March 29, 2025

Sd/-
Sourav Dhar
Company Secretary & Compliance Officer

Details of Director seeking Appointment

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2)

Name of the Director	Mr. Durga Prasad Kode
Director Identification Number (DIN)	07946821
Date of Birth	February 26, 1957
Age	68 years
Qualification	B.Com (Hons), and ex-Indian Police Service officer
Date of first appointment on the Board	March 28, 2025
Terms and conditions of appointment or re-appointment	Appointed as an Independent Director for a term of three consecutive years with effect from March 28, 2025, not liable to retire by rotation
Relationship between Directors, Manager and other Key Managerial Personnel inter se	Mr. Durga Prasad Kode is not related to any other Directors, Manager and other Key Managerial Personnel of the Company
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As mentioned in the statement annexed to the Notice
Brief Resume	
Expertise in specific functional areas	
Directorships in listed Companies and other directorships	<p>Listed:</p> <ol style="list-style-type: none"> 1. CCL Products (India) Limited 2. Nava Limited <p>Other:</p> <ol style="list-style-type: none"> 1. Nava Bharat Energy India Limited
Committee position held in other companies	<p><u>CCL Products (India) Limited:</u></p> <ol style="list-style-type: none"> a) Audit Committee – Member b) Nomination and Remuneration Committee – Member c) Corporate Social Responsibility Committee - Chairman <p><u>Nava Limited:</u></p> <ol style="list-style-type: none"> a) Audit Committee – Chairman b) Stakeholders Relationship Committee – Chairman c) Nomination and Remuneration Committee – Chairman d) Corporate Social Responsibility Committee - Member
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
Details of remuneration last drawn	Nil
Details of remuneration sought to be paid	Sitting fees will be paid to Mr. Durga Prasad Kode as approved by the Board.
Shareholding in the Company as on the date of the Notice	1,500 shares
Number of Board meetings attended during FY2025	Not Applicable