

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

Minutes of the proceedings held on Tuesday, the 29<sup>th</sup> day of December, 2009 at 05:00 P.M. at Unit no. 2, A Wing, 8th Floor, Prism Tower, Mindspace, behind Hypercity, Goregaon (W) Mumbai 400104 of ZENZY TECHNOCRATS LIMITED relating to declaration of the result on the voting by Postal Ballot conducted pursuant to Section 192A of the Companies of the said Act, 1956 on each of the Special Resolutions mentioned in the Notice sent pursuant to Section 192A dated 12<sup>th</sup> November, 2009 pursuant to Section 192A (2) of the Act.

**Present:**

- |                        |          |
|------------------------|----------|
| 1. Mr. Isaac Nadar     | Chairman |
| 2. Mr. Ganesh Ramani   | Director |
| 3. Mr. Mahesh Chotrani | Director |

The Chairman stated that, it was mentioned in the Notice dated 12<sup>th</sup> November, 2009 that the postal ballot form sent therewith should be returned by the shareholders dully completed, so as to reach the Scrutinizer on or before 26<sup>th</sup> December, 2009 and that the Scrutinizer will submit his report to the Chairman after completion of the scrutiny.

The Chairman thereafter stated that the Scrutinizer, Mr. D. A. Kamat, Practicing Company Secretary, Mumbai, had carried out the scrutiny of all the postal ballot forms received up to the close of working hours on 26<sup>th</sup> December, 2009 at 17:00 hours and that Mr. D. A. Kamat had submitted his Report dated 28<sup>th</sup> December, 2009 and that the he as the Chairman had accepted the said Report

The Chairman placed before the Board, the Result of the Postal Ballot, along with the Scrutinizers' Report, as issued by D. A. Kamat, Practicing Company Secretary, dated 28<sup>th</sup> December 2009.

**ITEM NO 1: ALTERATION OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

**"RESOLVED THAT**, pursuant to Section 17 and other applicable provisions, if any, of The Companies Act, 1956 and subject any such approval as may be required, from various Authorities, the existing main object clause III (A) be altered by insertion of the following new Clause 1A after the existing Clause 1:

- (1A) To carry on the business as developers, builders, contractors, estate agents, engineers, consulting engineers, supervisors, management consultants, advisors, architects, erectors, constructors, interior decorators of building, convention centre, business centre, club house, entertainment centre, roads infrastructure facilities,

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For ZENZY TECHNOCRATS LTD

*B. W. K.*  
DIRECTOR



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school, colleges, hospital, malls, retail spaces, shopping arcade, house, apartment, structures, shelters, warehouses and or residential, office, industrial, institutional or commercial complex, Co-operative housing Societies, township, holiday resorts, hotels, motels, information technology parks, special economic zones, special tourism Zones., and any such special zones and to purchase, sale, resale, trade, transfer, give, on leave, and License, or to do business of the above in any manner whatsoever."

"**FURTHER RESOLVED THAT** any one of the Directors of the Company, be and is hereby severally authorized to take all necessary steps to give effect to the said alteration and to file necessary e-forms with Registrar of Companies and to comply with all other formalities in this regard."

Details of the Postal Ballot votes received pertaining to this Resolution:

Particulars	No. of Postal Ballot Forms received	No. of Shares	% of total paid up Equity Capital
Total Postal Ballot Forms received (A)	10	2,41,617	78.89
Less: Invalid Postal Ballot Forms (as per Register) (B)	0	0	0
Net Valid Postal Ballot Forms (as per Register) (A - B)	10	2,41,617	78.89
<b>Postal Ballot Forms with Assent for the Resolution</b>	10	2,41,617	78.89
Postal Ballot Forms with dissent for the Resolution	0	0	0

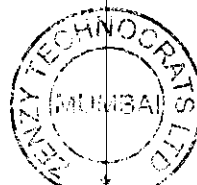
The Chairman stated that the above Resolution has hence been passed by the Shareholders as **Special Resolution** with the requisite majority.

**ITEM NO 2: COMMENCEMENT OF NEW BUSINESS ACTIVITIES:**

"**RESOLVED THAT** pursuant to the provisions of Section 149(2A) and other applicable provisions of the Companies Act, 1956, approval of the members be and is hereby accorded to the Company for the commencement of business, as provided in Clause (1A) under the Clause III (A) of the Main Objects of the Memorandum of Association of the Company;

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For ZENZY TECHNOCRATS LTD.



*G. K. ...*  
DIRECTOR

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**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to ascertain as it deems fit, the mode, manner and time of commencement of such business".

Details of the Postal Ballot pertaining to this Resolution are:

Particulars	No. of Postal Ballot Forms received	No. of Shares	% of total paid up Equity Capital
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Less: Invalid Postal Ballot Forms (as per Register) (B)	0	0	0
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<b>Postal Ballot Forms with Assent for the Resolution</b>	10	2,41,617	78.89
Postal Ballot Forms with dissent for the Resolution	0	0	0

The Chairman stated that the above Resolution has hence been passed by the Shareholders as **Special Resolution** with the requisite majority.

**ITEM NO 3: INCREASE IN THE BORROWING POWERS OF THE COMPANY**

**"RESOLVED THAT** the consent of the company be and is hereby accorded to the Board of Directors pursuant to Section 293[1] [d] of the Companies Act, 1956 to borrow monies from time to time, either by way of rupee loans or by way of foreign currency loans or by way of issue of debentures or by issue of any other instruments and either from Company's Bankers or from any other Bank/Financial Institution or from any other Lending Institution or Bodies Corporate or other persons, on such terms and conditions and covenants stipulated and as may be considered appropriate by the Board of Directors, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, so that the total

FOR THE BOARD OF DIRECTORS  
 [Signature]  
 CHAIRMAN  
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HELD AT \_\_\_\_\_

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TIME \_\_\_\_\_

amount upto which such monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed by more than Rs.500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid up capital and free reserves of the Company for the time being, exclusive of interest and other charges.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute all documents/deeds/agreements as may be required to take all necessary steps and to do all acts, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to creating the aforesaid mortgages/charges or otherwise considered by the Board of Directors to be in the best interest of the Company."

Details of the Postal Ballot pertaining to this Resolution are:

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<b>Postal Ballot Forms with Assent for the Resolution</b>	10	2,41,617	78.89
Postal Ballot Forms with dissent for the Resolution	0	0	0

The Chairman stated that the above Resolution has hence been passed by the Shareholders as an **Ordinary Resolution** with the requisite majority

**ITEM NO 4: TO CREATE CHARGE/ HYPOTHECATE/ MORTGAGE PROPERTY OF THE COMPANY:**

**"RESOLVED THAT** pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the Articles of Association of the company, consent of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter called the Board and which term shall be deemed to include any committee, which the Board may have constituted or hereinafter constitute to exercise

*[Handwritten Signature]*  
 \_\_\_\_\_  
 CHAIRMAN

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any committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create and/or charge and /or hypothecate in addition to other mortgages/charges/hypothecation created by the company as the Board may direct from time to time, on all or any of moveable and/or immovable properties and assets of the company, both present and future and/or the whole or any part of the undertaking(s) of the company together with power to take over the management of business and concern of the company in certain events of default in favour of the Financial Institutions/Banks/Trusts/Mutual Funds and other lenders for securing the loans/finance sanctioned to the company, securities such as fully/partly convertible debentures and/or other non-convertible debentures or other debt instrument(s) issued by the company together with interest, additional interest, liquidated damages, commitment charges, remuneration of the Trustee, premium (if any) on redemption, all other costs, charges and expenses payable by the company in terms of the loan agreement, trust deed and all such agreements/documents as may have been executed between the parties, subject, however to the total outstanding amount at anytime so secured not exceeding the amount consented by the Company by the Resolution passed by virtue of postal ballot pursuant to Section 293(1)(d) of the Companies Act, 1956 or upto the higher amount/s as may be so consented by the Company from time to time in future.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to and cause to prepare, finalize, approve and execute on behalf of the Company with the Lenders, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and/or expedient for giving effect to the foregoing resolution and to vary and /or alter the terms and conditions of the security created/to be created as aforesaid in consultation with the lender's trustees and other mortgagees as they may deem fit;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the above powers to the Committee of Directors or any one or more of its Directors of the Company and generally to do all the acts, deeds matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Details of the Postal Ballot pertaining to this Resolution are:

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For ZENZY TECHNOCRATS LTD.



*[Signature]*  
DIRECTOR

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Postal Ballot Forms with Assent for the Resolution	10	2,41,617	78.89
Postal Ballot Forms with dissent for the Resolution	0	0	0

The Chairman stated that the above Resolution has hence been passed by the Shareholders as an **Ordinary Resolution** with the requisite majority.

The Chairman further informed the Board, that the Company had received 22 Postal Ballot forms, undelivered and unreturned, and the same were kept unopened by the Company, separately.

The Board took note of each of the above resolutions

Place: Mumbai

Date: 11<sup>th</sup> January, 2010



Chairman

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FOR SECRETARY TECHNOLOGATE LTD



DIRECTOR

