

# Zeal Global Services Limited

(Formerly Zeal Global Services Private Limited)

Corporate & Registered Office: A-261-262, 03<sup>rd</sup> Floor, Street No.6, Mahipalpur Extension, New Delhi-110037  
Email: info@zeal-global.com|Telephone & Fax No.: 011-41444063|CIN: L74950DL2014PLC264849|Website: www.zeal-global.com

## POSTAL BALLOT NOTICE

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars]*

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), General Circular Nos. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 05<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 08<sup>th</sup> December, 2021, 3/2022 dated 05<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> September, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs, Government of India ('**MCA Circulars**'), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed as Ordinary Resolution by the Members of Zeal Global Services Limited (the "**Company**") by means of Postal Ballot, only by way of remote e-voting ("**e-voting**") process.

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice ("**Notice**") only by email to all its members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("**RTA**") or Depositories. Accordingly, no physical copy of the Notice along-with Postal Ballot Form and pre-paid business reply envelope are being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/RTA/ Depositories, please follow the process provided in the Notes to receive this Notice.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed there-under, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("**Notice**"), are annexed hereto.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed there-under and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Dharmveer Dabodia, Proprietor, M/s. Dharmveer Dabodia & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolution through the e-voting process, which shall commence from Friday, 08<sup>th</sup> December, 2023 at 9.00 A.M.(IST) and shall end on Saturday, 06<sup>th</sup> January, 2024 at 5.00 P.M. (IST), failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “NSDL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Skyline Financial Services Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman or Company Secretary of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <http://www.zeal-global.com>, on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Saturday, 06<sup>th</sup> January, 2024.

## **PROPOSED RESOLUTIONS**

### **ITEMNO.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**

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

**“RESOLVED THAT** in accordance with the provisions of Section 177, 185 and 188 and all other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Meeting of Board and its Powers) Rules, 2014, including any Statutory modifications or re-enactments thereof and in accordance of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company ('the Board', which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) to advance any loan, give any Guarantee or to provide any security up to INR 25 Crore in connection with any financial assistance/Loan taken/to be taken/availed/to be availed by M/s ZIV Hotels Private Limited under Section 185 of the Companies Act, 2013 by way of acting as Co-Borrower with M/s ZIV Hotels Private Limited or otherwise.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the providing Guarantee and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to aforesaid matter.”

### **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**

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

**“Resolved that** in supersession of the earlier resolution passed in the shareholders meeting held on 28<sup>th</sup> April, 2023 and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time, and Article of Association of the company, the consent of the members of the Company be and is hereby accorded to authorize the Board of Director of the Company (herein after referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the

paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed 150 Crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

**Resolved further that** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**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**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act and Rules made therein (including any amendment thereto or reenactment thereof), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board), to sell, lease, transfer, pledge, encumber, charge, or dispose off the assets and/or undertaking(s) of the Company, where-so-ever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, including but not limited to mortgage, hypothecate, pledge, and/or create charge on all or any of the movable/immovable properties or such other assets of the Company, wheresoever situated on such terms and conditions and at such time or times and in such form and manner as it may deem fit, to or in favour of Financial Institutions/Banks/Multilateral Institutions/Body Corporate/Trusts/Partnership, etc. for any purpose in connection with the business activities of the Company, including but not limited to securing the borrowing availed / proposed to be availed by the Company, in one or more tranches, for an aggregate amount not exceeding Rs. 150 Crores over and above the paid-up share capital, free reserves and securities premium of the Company, at any given point of time;

FURTHER RESOLVED THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to authorizing signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalize and execute agreement(s) or such other document(s), by whatever name called, and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

By Order of the Board

**For Zeal Global Services Limited**

(Formerly Zeal Global Services Private Limited)

**Sd/-**

**Monal Gupta**

Company Secretary & Compliance Officer

Membership No. A29974

Address: A-261-262, 03<sup>rd</sup> Floor, Mahipal Pur Extension, New Delhi 110037

Place: New Delhi

Date: 04<sup>th</sup> December, 2023

## NOTE(S):

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") read with Section 110 and other applicable provisions, if any of the Act read with the Rules framed there-under concerning the Special Business in respect of Item no. 1, 2 and 3 as set out above in respect of the resolution to be passed through postal ballot by e-voting is annexed hereto.
2. In accordance with the provisions of the Act, read with Rules made there-under and General Circular No.14/2020 dated April 08, 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 No. 10/2021 dated June 23, 2021 and Circular number 20/2021 dated December 08,2021, 03/2022 dated 05<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup>September, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 the "MCA Circulars"), the Postal Ballot Notice is being sent through e-mail only to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited("NSDL")/Central Depository Services (India) Limited ("CDSL") as on **Friday, 01<sup>st</sup> December, 2023 ("Cut-off Date")**. A person who is not a member as on **Friday, 01<sup>st</sup> December, 2023**, should treat this Postal Ballot Notice for information purposes only. A copy of this Postal Ballot Notice will also be available on the website of the Company at [www.zeal-global.com](http://www.zeal-global.com) the relevant section of the website of the Stock Exchanges viz. [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at <https://www.evoting.nsdl.com>.
3. The Postal Ballot Notice is being sent only through electronic mode to Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on **Friday, 01<sup>st</sup> December, 2023 ("Cut-off Date")** and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the Cut-off Date i.e. **Friday, 01<sup>st</sup> December, 2023**.
4. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot activity in accordance with the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only, provided by the Company.
5. The remote e-voting period commences from **Friday, 08<sup>th</sup> December, 2023 at 9.00 A.M. (IST)** and shall end on **Saturday, 06<sup>th</sup> January, 2024 at 5.00 P.M. (IST)**. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off date, being **Friday, 01<sup>st</sup> December, 2023**, may cast their votes by electronic means in the manner and process as set out in the Postal Ballot Notice mentioned herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

## INSTRUCTIONS FOR REMOTE E-VOTING





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their Demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where in you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-into NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification

Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the print out of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [fcsdebasis@gmail.com](mailto:fcsdebasis@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).  
Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot UserDetails/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). For any grievances connected with the facility for remote e-voting please contact: Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, A Wing, 04<sup>th</sup> floor, Kamala Mills Compound, Senapati Bapat Marg. Lower Parel, Mumbai, Maharashtra 400013 or email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on 022 - 4886 7000 and 022 - 2499 7000.

### **Process for those shareholders whose Email IDs are not registered with the Depositories for procuring User ID and Password and Registration of E-mail IDs for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@zeal-global.com](mailto:cs@zeal-global.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID+CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@zeal-global.com](mailto:cs@zeal-global.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing abovementioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**VOTING RESULTS:**

The Scrutinizer shall, immediately after the conclusion of the voting, count the votes cast during Postal Ballot through remote e-voting and make a Scrutinizer's report of the total votes cast in favour or against or invalid, if any, and submit the report to the Chairperson or Company Secretary of the Company or any person authorized in that respect within stipulated time lines of the conclusion of the voting period (viz. on or before 08<sup>th</sup> January, 2024), who shall counter sign the same and thereafter results of the voting will be declared. The results declared along with the scrutinizer's report shall be placed on the Company's website at [www.zeal-global.com](http://www.zeal-global.com) and on the website of NSDL and shall also be communicated to the stock exchange viz National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com), where the shares of the Company are listed. The resolution shall be deemed to have been passed on 06<sup>th</sup> January, 2024, (being the last date of e-voting period of Postal Ballot) subject to obtaining requisite votes thereto.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESSES:**

**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**

The Board of Directors in its meeting held on 04<sup>th</sup> December, 2023 has considered, approved to give Guarantee/Security or to act as Co-Borrower with ZIV Hotels Private Limited a Company Incorporated under the Companies Act, 1956/2013 in Which Mr. Nipun Anand-Whole Time Director and Mrs. Urmil Anand-Director of the Company is interested in pursuant to Section 185 of the Companies Act, 2013, since Mrs. Urmil Anand is also members of Ziv Hotels Private Limited. As Ziv Hotels Private Limited is not having operations and not have strong financial background and such Company may required financial assistance by way of availing of Credit Facilities such as Term Loan or working capital limits, in order to fulfill its Business requirement for which bankers or financial institutions may ask for additional security.

As per Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person with whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

As required, the following are the facts for the consideration of Shareholders while considering this resolution

- a. **The full particulars of the loans given, or guarantee given or security:** - The Company will provide Guarantee/Security or act as Co-Borrower for the credit facilities to be availed by Ziv Hotels Private Limited to the extent of 25 Crore.
- b. **Purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security-** The Credit facility in the form of Term Loan/Over Draft, Bank Guarantee or Letter of Credit or similar facility as may be offered by the Banker will be utilized by the recipient company, Ziv Hotels Private Limited for its Principal Business activity only.
- c. **And any other relevant fact;-** At any point of time the consolidated loan, guarantee, security, whether directly or indirectly provided by the company should not exceed the limit without the approval of shareholders.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution of this Notice except to the extent of their shareholding.

The Board recommends that the resolution set out at item no. 1 be passed as a Special Resolution.

**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**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, company may borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business subject to prior approval of shareholders of the company by way of Special Resolution. Accordingly shareholders of the Company in their meeting held on 28<sup>th</sup> April, 2023 has authorized the board of directors to borrow money upto INR 150 Crore or the aggregate of the paid up capital and free reserve of the Company, whichever is higher. Thereafter the Company has become listed entity w.e.f. 09<sup>th</sup> August, 2023 at Emerge Platform of NSE and in order to maintain transparency in the affairs of the Company board of Directors in their meeting held on 04<sup>th</sup> December, 2023 has framed opinion to seek fresh approval from its members in order to increase the borrowing limits of the Company upto 150 Crore or the aggregate of the paid up capital and free reserve of the Company, whichever is higher.

Therefore the board in compliance of Section 180(1)(c) of the Companies Act, 2013 seek the members' approval by way of special resolution.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution of this Notice except to the extent of their shareholding.

The Board recommends that the resolution set out at item No. 2 be passed as a Special Resolution.

**ITEM NO. 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**

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the company by a special resolution.

For this purpose, "Undertaking" has been defined under the Act to mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression "substantially the whole of the undertaking" in any financial year has been defined to mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Company may also need to borrow funds for general corporate purposes and for furtherance of its business from time to time. Accordingly board of Directors of the Company in their meeting held on 04<sup>th</sup> December, 2023 approved borrowing of any sum or sums of money not exceeding Rs. 150 Crores over or aggregate of paid-up share capital of the Company and its free reserves of the Company, whichever is higher.

Since to borrow such money Company may required to create Charge over the its Current or Future Assets which may increase limits as prescribed in the Section 180 (1)(a) of the Companies Act, 2013 in terms of sell, lease, transfer, pledge, encumbrance, charge or disposal of the assets and / or undertaking(s) of the Company.

Therefore the board in compliance of Section 180(1)(c) of the Companies Act, 2013 seek the members' approval by way of special resolution.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution of this Notice except to the extent of their shareholding.

The Board recommends that the resolution set out at item No. 3 be passed as a Special Resolution.

By Order of the Board

For Zeal Global Services Limited

Formerly Zeal Global Services Private Limited

**Sd/-**

**Monal Gupta**

Company Secretary & Compliance Officer

Membership No. A-29974

Address: A-261-262, 03<sup>rd</sup> Floor, Mahipal Pur Extension, New Delhi 110037

Place: New Delhi

Date: 04<sup>th</sup> December,2023