



January 9, 2025

**BSE Limited**

Corporate Service Department,  
1<sup>st</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai 400 001

**The National Stock Exchange of India Ltd.**

Exchange Plaza, 5<sup>th</sup> floor,  
Plot No. C/1, 'G' block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai 400 051

**Scrip Code:** 504067

**Symbol:** ZENSARTECH

**Sub.: Disclosure of Voting Results of the Postal Ballot and Scrutinizer Report – Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In furtherance to our letter dated December 6, 2024, the Company has transacted special business by way of postal ballot through remote e-Voting process on the following items:

<b>Sr. No.</b>	<b>Resolutions</b>	<b>Resolution Type</b>
1.	Amendment to the terms of remuneration of Manish Tandon (DIN: 07559939), Chief Executive Officer and Managing Director ("CEO & MD") to enable further grant of Performance Award Unit under the Employee Performance Award Unit Plan, 2016	Ordinary
2.	Increase in the limit of managerial remuneration payable to Manish Tandon, Chief Executive Officer and Managing Director ("CEO & MD") of the Company, in excess of 5% of the net profits of the Company and consequential increase in overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & MD	Special
3.	Amendment to Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016.	Special

The remote e-voting period was commenced on Monday, December 9, 2024 at 9:00 a.m. (IST) and concluded on Tuesday, January 7, 2025 at 5.00 p.m. (IST), post which Mr. Sridhar Mudaliar (FCS 6156), Partner of M/s. SVD and Associates, Practicing Company Secretaries, Pune, unblocked the votes casted by the Members and submitted the report of the Scrutinizer on the Postal Ballot.

Based on the report of Scrutinizer, we hereby inform that the above Resolutions (Ordinary & Special) have been approved and passed by the Members with requisite majority on January 7, 2025 (i.e. the last date of e-voting).

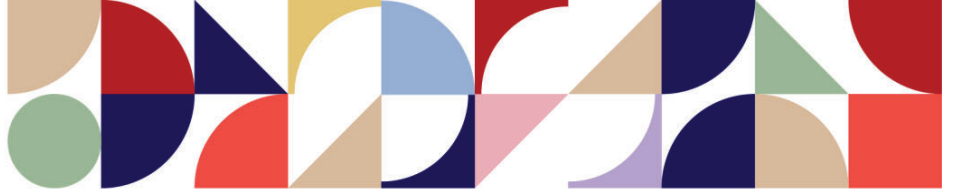
Accordingly, please find enclosed herewith:

1. Voting Results of the said Postal Ballot through remote e-Voting as required under Regulation 44(3) of the SEBI Listing Regulations - **Annexure A**.
2. The Report of Scrutinizer dated January 9, 2025 - **Annexure B**.

An  **RPG** Company



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The said results of the postal Ballot along with the report of Scrutinizer are available on the website of the Company i.e. [www.zensar.com](http://www.zensar.com) and the website of RTA i.e. <https://evoting.kfintech.com>

We request you to take the same on record.

Thanking you,

Yours faithfully,  
For **Zensar Technologies Limited**

**Anand Daga**  
**Company Secretary**



*Encl.: As above*

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CIN: L72200PN1963PLC012621  
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+(20) 6605 7888

[www.zensar.com](http://www.zensar.com)  
[investor@zensar.com](mailto:investor@zensar.com)

Zensar Technologies Limited, Zensar Knowledge  
Park, Plot No. 4, MIDC Kharadi, Off Nagar Road,  
Pune 411014

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### General information about company

Scrip code	504067
NSE Symbol	ZENSARTECH
MSEI Symbol	NOTLISTED
ISIN	INE520A01027
Name of the company	Zensar Technologies Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	07-01-2025
Start time of the meeting	
End time of the meeting	

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### Scrutinizer Details

Name of the Scrutinizer	Sridhar Mudaliar
Firms Name	SVD and Associates
Qualification	CS
Membership Number	6156
Date of Board Meeting in which appointed	22-11-2024
Date of Issuance of Report to the company	09-01-2025

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Voting results	
Record date	29-11-2024
Total number of shareholders on record date	214450
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>3</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Amendment to the terms of remuneration of Manish Tandon (DIN: 07559939), Chief Executive Officer and Managing Director ("CEO & MD") to enable further grant of Performance Award Unit "PAUs"/"ESOPs") under the Employee Performance Award Unit Plan, 2016 ("EPAP 2016"/"ESOP PLAN")				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – 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	111443270	111443270	100.0000	111443270	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>111443270</b>	<b>111443270</b>	<b>100.0000</b>	<b>111443270</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	78445451	73042816	93.1129	70897632	2145184	97.0631	2.9369
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>78445451</b>	<b>73042816</b>	<b>93.1129</b>	<b>70897632</b>	<b>2145184</b>	<b>97.0631</b>
Public- Non Institutions	E-Voting	36970944	2111908	5.7123	2102792	9116	99.5684	0.4316
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>36970944</b>	<b>2111908</b>	<b>5.7123</b>	<b>2102792</b>	<b>9116</b>	<b>99.5684</b>
<b>Total</b>		<b>226859665</b>	<b>186597994</b>	<b>82.2526</b>	<b>184443694</b>	<b>2154300</b>	<b>98.8455</b>	<b>1.1545</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	746160
Public - Non Insitutions	0



Disclosure of notes on resolution:

7 Shareholders holding 6,58,069 shares have partially voted in favour for 5,82,201 shares and partially voted against for 75,868 shares

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in the limit of managerial remuneration payable to Manish Tandon, Chief Executive Officer and Managing Director ("CEO & MD") of the Company, in excess of 5% of the net profits of the Company and consequential increase in overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & MD				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – 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	111443270	111443270	100.0000	111443270	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>111443270</b>	<b>111443270</b>	<b>100.0000</b>	<b>111443270</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	78445451	73042816	93.1129	72759654	283162	99.6123	0.3877
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>78445451</b>	<b>73042816</b>	<b>93.1129</b>	<b>72759654</b>	<b>283162</b>	<b>99.6123</b>
Public- Non Institutions	E-Voting	36970944	2111709	5.7118	2101837	9872	99.5325	0.4675
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>36970944</b>	<b>2111709</b>	<b>5.7118</b>	<b>2101837</b>	<b>9872</b>	<b>99.5325</b>
<b>Total</b>		<b>226859665</b>	<b>186597795</b>	<b>82.2525</b>	<b>186304761</b>	<b>293034</b>	<b>99.8430</b>	<b>0.1570</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	746160
Public - Non Insitutions	0



Disclosure of notes on resolution:  
3 Shareholders holding 199 shares have partially voted in favour for 153 shares and partially voted against for 46 shares

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Amendment to Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016 ("EPAP 2016"/"ESOP Plan")				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – 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	111443270	111443270	100.0000	111443270	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>111443270</b>	<b>111443270</b>	<b>100.0000</b>	<b>111443270</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	78445451	73141432	93.2386	46107364	27034068	63.0386	36.9614
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>78445451</b>	<b>73141432</b>	<b>93.2386</b>	<b>46107364</b>	<b>27034068</b>	<b>63.0386</b>
Public- Non Institutions	E-Voting	36970944	2111503	5.7112	2104001	7502	99.6447	0.3553
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>36970944</b>	<b>2111503</b>	<b>5.7112</b>	<b>2104001</b>	<b>7502</b>	<b>99.6447</b>
<b>Total</b>		<b>226859665</b>	<b>186696205</b>	<b>82.2959</b>	<b>159654635</b>	<b>27041570</b>	<b>85.5157</b>	<b>14.4843</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	746160
Public - Non Insitutions	0



Disclosure of notes on resolution:

12 Shareholders holding 13,52,369 have partially voted in favour for 6,65,088 shares and partially voted against for 6,87,281 shares.



To,  
The Chairman,  
Zensar Technologies Limited,  
Pune.

**Sub:** Report on the voting process of the postal ballot through electronic mode [herein after referred to as the 'postal ballot(s)'] pursuant to Notice of Postal Ballot dated November 22, 2024.

Dear Sir,

I, CS Sridhar Mudaliar, Partner of SVD & Associates, thank you for appointing us as Scrutinizer for conducting the voting process of the postal ballot on the resolutions as mentioned in the captioned postal ballot Notice of Zensar Technologies Limited CIN: L72200PN1963PLC012621 (**'the Company'**).

The Company, for the postal ballot event, had provided e-voting facility to all its members, to enable them to cast their votes electronically by engaging the services of KFin Technologies Limited (**'KFin'**) (**'e-voting agency'**). The electronic votes received from the website of the e-voting agency from Monday, December 9, 2024, at 9.00 am (IST) up to Tuesday, January 7, 2025 at 5.00 pm (IST) were scrutinized and a report on the votes so received is annexed herewith as **'Annexure - I'**.

For SVD & Associates  
Company Secretaries

  
Sridhar Mudaliar

Partner

FCS No: 6156

CP No: 2664



Peer Review No: 669/2020

UDIN: F006156F003627807

Place: Pune

Date: January 9, 2025

**Encl:** Postal Ballot Report – Annexure-I

## Annexure - I

### Postal Ballot Report pursuant to Notice of postal ballot dated November 22, 2024 of Zensar Technologies Limited

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and latest Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time read with SEBI circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and latest SEBI Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Circulars"), the Secretarial Standards - 2 issued by the Institute of Company Secretaries of India ("SS-2") and other applicable provisions, if any, for obtaining approval of the members, by way of Ordinary and Special Resolutions, through Postal Ballot by way of electronic means ("remote e-voting or e-voting") only, for the businesses as set out in the Notice].

We hereby submit as follows-

1. The compliance with the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, and the guidelines prescribed by the MCA for holding general meetings/conducting postal ballot process through e-voting vide MCA Circulars, and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time read with SEBI Circulars, SS-2 and other applicable provisions, if any, for obtaining approval of the members, by way of Ordinary Resolution and Special Resolutions, through Postal Ballot by way of remote e-voting or e-voting for the business as set out in the captioned Notice, of Zensar Technologies Limited (hereinafter referred to as 'the Company') is the responsibility of the management. Our responsibility as a Scrutinizer is to render Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.
2. On December 6, 2024 the Company had completed the dispatch of Postal Ballot Notice to its Members whose name(s) appeared in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the cut-off date i.e. Friday, November 29, 2024 and whose e-mail addresses were available with the Company or with the Depositories/ Depository Participant or the Registrar and Share Transfer Agent of the Company ("RTA"). Pursuant to the MCA Circulars, the Company had sent the Notices only through e-mails. The Company had not sent the Postal Ballot Notice to those members whose e-mail addresses were not available with the Company or Depositories / Depository Participant or RTA, pursuant to the exemptions granted by MCA and SEBI. However, the Company had, vide a newspaper advertisement published on Saturday, December 7, 2024, also informed the members w.r.t voting process on the resolutions covered in the captioned Notice, including the process to the Members to register their e-mail address with the Company or with RTA.
3. In accordance with the captioned Notice of the postal ballot which was sent to the shareholders by email on Friday, December 6, 2024, and the Advertisement published on Saturday, December 7, 2024, pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on Monday, December 9, 2024 at 9.00 am (IST) and ended on Tuesday, January 7, 2025 at 5.00 pm (IST) for ballot through electronic mode being the





electronic voting ( remote e-voting) facility that was provided by KFin Technologies Limited ('KFin').

4. The votes were unblocked around 05.00 p.m. on Tuesday, January 7, 2024, in the presence of two witnesses who are not in the employment of the Company and the e-voting summary statement was downloaded from e-voting website of KFin Technologies Limited ('KFin') - <https://evoting.kfintech.com>.
5. Report on the results of the voting is based on the data downloaded from the website of the e-voting agency **KFin Technologies Limited ('KFin')** in respect of the resolutions contained in the captioned notice of the postal ballot. Certain voting has been considered invalid due to statutory provisions or for want of authority. The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.
6. The report on the voting is as under:

<b>1) Ordinary Resolution</b> – Amendment to the terms of remuneration of Manish Tandon (DIN: 07559939), Chief Executive Officer and Managing Director (“CEO & MD”) to enable further grant of Performance Award Unit (“PAUs”/”ESOPs”) under the Employee Performance Award Unit Plan, 2016 (“EPAP 2016”/”ESOP PLAN”)		
<b>Summary of Voting:</b>		
<b>(i) Voted in favour or against the resolution:</b>		
<b>Particulars</b>	<b>Remote e-voting</b>	<b>% of total number of valid votes cast</b>
<b>(a) Voted in Favour</b>		
Number of members voted	§645	
Number of votes cast by them	§18,44,43,694	98.8455
<b>(b) Voted against</b>		
Number of members voted	§108	
Number of votes cast by them	§21,54,300	1.1545
<b>(c) Total=(a)+ (b)</b>		
Total number of members voted	753	
Total number of votes cast by them	18,65,97,994	100.0000
§ 7 Shareholders holding 6,58,069 shares have partially voted in favour for 5,82,201 shares and partially voted against for 75,868 shares.		

<b>(ii) Abstained/Less voted/Invalid votes:</b>		
<b>Particulars</b>	<b>Remote e-voting</b>	
<b>(a) Invalid votes</b>		
Total number of members	4	
Total invalid shares	7,46,160	
<b>(b) Abstained/Less Voted</b>		
Total number of members	7	
Total Abstain shares /Less voted	98,802	



**2) Special Resolution**– Increase in the limit of managerial remuneration payable to Manish Tandon, Chief Executive Officer and Managing Director (“CEO & MD”) of the Company, in excess of 5% of the net profits of the Company and consequential increase in overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & MD

**Summary of Voting:**

**(i) Voted in favour or against the resolution:**

Particulars	Remote e-voting	% of total number of valid votes cast
<b>(a) Voted in Favour</b>		
Number of members voted	§653	
Number of votes cast by them	§18,63,04,761	99.8430
<b>(b) Voted against</b>		
Number of members voted	§94	
Number of votes cast by them	§2,93,034	0.1570
<b>(c) Total=(a)+ (b)</b>		
Total number of members voted	747	
Total number of votes cast by them	18,65,97,795	100.0000

§ 3 Shareholders holding 199 shares have partially voted in favour for 153 shares and partially voted against for 46 shares.

**(ii) Abstained/Less voted/Invalid votes:**

Particulars	Remote e-voting	
<b>(a) Invalid votes</b>		
Total number of members	4	
Total invalid shares	7,46,160	
<b>(b) Abstained/Less Voted</b>		
Total number of members	9	
Total Abstain shares /Less voted	99,001	



**3) Special Resolution – Amendment to Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016 (“EPAP 2016”/“ESOP Plan”).**

**Summary of Voting:**

**(i) Voted in favour or against the resolution:**

Particulars	Remote e-voting	% of total number of valid votes cast
<b>(a) Voted in Favour</b>		
Number of members voted	564	
Number of votes cast by them	15,96,54,635	85.5157
<b>(b) Voted against</b>		
Number of members voted	196	
Number of votes cast by them	2,70,41,570	14.4843
<b>(c) Total=(a)+ (b)</b>		
Total number of members voted	760	
Total number of votes cast by them	18,66,96,205	100.0000

5 12 Shareholders holding 13,52,369 have partially voted in favour for 6,65,088 shares and partially voted against for 6,87,281 shares.

**(ii) Abstained/Less voted/Invalid votes:**

Particulars	Remote e-voting	
<b>(a) Invalid votes</b>		
Total number of members	4	
Total invalid shares	7,46,160	
<b>(b) Abstained/Less Voted</b>		
Total number of members	5	
Total Abstain shares /Less voted	591	





7. The Chairman or Director or any other authorized personnel of the Company shall declare the results of the voting forthwith.
8. Register of Postal Ballot and all other relevant records of voting process given/ provided/ maintained in electronic mode, will remain in our custody until the Chairman considers, approves, and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/ person authorized by him for safe keeping.

**For SVD & Associates  
Company Secretaries**



**Sridhar Mudaliar  
Partner**

FCS No: 6156  
C.P No: 2664

Peer Review No: 669/2020  
UDIN: F006156F003627807

Place: Pune  
Date: January 9, 2025