

Date: November 26, 2020

BSE Limited

Corporate Service Department,
01st Floor, P. J. Towers,
Dalal Street,
Mumbai 400 001

Fax: (022) 2272 2039/2272 3121

Scip ID: ZENSARTECH

Scip Code: 504067

The National Stock Exchange of India Ltd.

Exchange Plaza, 03rd floor,
Plot No. C/1, 'G' block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Fax: (022) 26598237/26598238

Symbol: ZENSARTECH

Series: EQ

Sub: Voting Results of Postal Ballot and Scrutinizer's Report thereon

Dear Sir/Madam,

Further to our letter(s) dated October 19, 2020 and October 24, 2020 and *inter alia* pursuant to Regulation(s) 30, 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, the details of voting results (remote e-voting only) of the Postal Ballot, in the prescribed format, are enclosed herewith along with Scrutinizer's Report in this behalf.

Please note that the aforesaid resolution(s) has been passed with requisite majority.

The above information is being uploaded on the Company's website i.e., www.zensar.com and on the website of KFin Technologies Private Limited i.e. www.evoting.kfintech.com.

This is for your information and dissemination purpose.

Thanking you,

Yours sincerely,

For **Zensar Technologies Limited**


Gaurav Tongia
Company Secretary



Encl. as above

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)	24-11-2020
Start time of the meeting	-
End time of the meeting	-



Scrutinizer Details

Name of the Scrutinizer	Sridhar Mudaliar
Firms Name	SVD & Associates
Qualification	CS
Membership Number	6156
Date of Board Meeting in which appointed	19-10-2020
Date of Issuance of Report to the company	25-11-2020



Voting results

Record date	16-10-2020
Total number of shareholders on record date	38437
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	-
b) Public	-
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	-
b) Public	-
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	-



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Divestment/disposal of equity shares of PSI Holding Group Inc. (step down subsidiary of the Company) held by Zensar Technologies Inc. (wholly owned subsidiary of the Company)				
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	110978812	110978812	100	110978812	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	110978812	110978812	100	110978812	0	100	0
Public- Institutions	E-Voting	90986047	64710543	71.1214	61583692	3126851	95.1679	4.8321
	Poll							
	Postal Ballot (if applicable)							
	Total	90986047	64710543	71.1214	61583692	3126851	95.1679	4.8321
Public- Non Institutions	E-Voting	23492826	266850	1.1359	266373	477	99.8212	0.1788
	Poll							
	Postal Ballot (if applicable)							
	Total	23492826	266850	1.1359	266373	477	99.8212	0.1788
Total		225457685	175956205	78.044	172828877	3127328	98.2227	1.7773
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	1915381
Public - Non Insitutions	0



Date: November 25, 2020

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 October 19, 2020.

Dear Sir,

I, CS Sridhar Mudaliar, Partner of SVD & Associates, thank you for appointing us as Scrutinizers for conducting the voting process of the postal ballot on the resolutions as mentioned in the captioned postal ballot notice of Zensar Technologies Limited ('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 Private Limited ('e-voting agency'). The electronic votes received from the website of the e-voting agency up to Tuesday, November 24, 2020, 5.00 PM were scrutinized and a report on the votes so received is annexed herewith as 'Annexure I'.

We hereby declare that Special Resolution at Item No. 1 as per the aforesaid notice of the Postal Ballot of the Company, has been passed with requisite majority.

For SVD & Associates




Sridhar Mudaliar
Partner
C.P. No. 2664

Encl:
Postal Ballot Report - Annexure I

Annexure - I

Postal Ballot Report pursuant to notice of postal ballot dated October 19, 2020 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 General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs]

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting in view of COVID-19 pandemic vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 (hereinafter referred to as the 'MCA Circulars'), relating to postal ballot voting by electronic means by the shareholders of Zensar Technologies Limited (hereinafter referred to as 'the Company') on the resolution proposed in the captioned notice of the postal ballot is the responsibility of the management. Our responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolution.
2. On October 24, 2020 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. October 16, 2020 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 dispatched the notices only through e-mails. The Company had not dispatched the Postal Ballot Notice to those members whose e-mail address were not available with the Company or Depositories/ Depository Participant or RTA. However, the Company had, vide a newspaper advertisement published, also given an additional option to Members to vote on the resolution 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 dispatched to the shareholders by email on Saturday, October 24, 2020 and the Advertisement published on Sunday, October 25, 2020 pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on Monday, October 26, 2020 (9.00 a.m.) and ended on Tuesday, November 24, 2020 (5.00 p.m.) for ballots through electronic mode being the electronic voting (e-voting) facility that was provided by KFin Technologies Private Limited (KFin).



4. The votes were unblocked at around at 5.10 p.m. on Tuesday, November 24, 2020 in the presence of 2 (Two) witnesses, viz. (Mr. Ashish Bhat, Undri, Pune 411028 and Ms. Gayatri Pendse, Sinhagad road, Pune 411051), neither of whom are in the employment of the Company and the e-voting summary statement was downloaded from e-voting website of KFin, (<https://evoting.kfintech.com>).
5. Report on the results of the voting is based on the data downloaded from the e-voting website of KFin in respect of the resolution contained in the captioned notice of the postal ballot. The report on the voting process is as under:

Special Resolution at item No.1 – Divestment/disposal of equity shares of PSI Holding Group Inc. (step down subsidiary of the Company) held by Zensar Technologies Inc. (wholly owned subsidiary of the Company)

Particulars		E-Voting	
		Number of Shareholders	Number of votes cast
I.	Total votes cast	158	17,78,81,801
II.	Number of votes rejected /not voted/less voted*^	6	19,25,596
III.	Total No. of valid votes cast	153	17,59,56,205
	Number of valid votes in favour^	114	17,28,28,877
	Number of valid votes against	39	31,27,328
	Votes in favour of the resolution as a percentage of valid votes exercised		98.22%



* 3 shareholders have not voted for 10,214 shares.

Votes cast by 2 shareholders for 19,15,381 shares have been considered invalid.

^1 shareholder, holding 2 shares, has partially not voted for 1 share.

6. 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



Sridhar Mudaliar
C.P. No. 2664
Place: Pune
Date: November 25, 2020
UDIN: F006156B001302198