



Date: March 18, 2023

BSE Limited

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

Fax: (022) 2272 2039/2272 3121

Scrip ID: ZENSARTECH

Scrip 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

Subject: Voting Result of Postal Ballot and Scrutinizer's Report thereon

Further to our intimation(s) dated January 23, 2023 and February 14, 2023 and *inter-alia*, pursuant to Regulation(s) 30, 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 and 110 of the Companies Act, 2013 together with the Companies (Management and Administration) Rules, 2014 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 issued in this regard.

Please note that basis Scrutinizer's report aforesaid resolution has been passed with requisite majority.

The above document(s) is also being uploaded on the Company's website i.e., www.zensar.com and on the website of e-Voting agency, KFin Technologies Limited i.e. www.evoting.kfintech.com.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Zensar Technologies Limited**



Gaurav Tongia
Company Secretary

Encl.: As above

An  **RPG** Company

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)	17-03-2023
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	23-01-2023
Date of Issuance of Report to the company	18-03-2023



Voting results	
Record date	10-02-2023
Total number of shareholders on record date	222228
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)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of appointment of Manish Tandon (DIN: 07559939) as Chief Executive Officer and Managing Director of the Company effective January 23, 2023, and underlying remuneration.				
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	111334852	111334852	100	111334852	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111334852	111334852	100	111334852	0	100
Public- Institutions	E-Voting	52646738	44951474	85.3832	44703828	247646	99.4491	0.5509
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		52646738	44951474	85.3832	44703828	247646	99.4491
Public- Non Institutions	E-Voting	62396054	4121491	6.6054	4120701	790	99.9808	0.0192
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		62396054	4121491	6.6054	4120701	790	99.9808
Total		226377644	160407817	70.8585	160159381	248436	99.8451	0.1549
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block

Textual Information(1)

- 1 shareholder holding 59,929 shares has been considered Invalid.
- 5 shareholders have not voted for 324 shares.
- 2 shareholders holding 55 shares have partially voted in favour and partially not voted
- 1 shareholder holding 100 shares has partially voted for and partially against the resolution



Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	59,929
Public - Non Insitutions	-



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 January 23, 2023.

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 resolution 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 Limited ('e-voting agency'). The electronic votes received from the website of the e-voting agency up to Friday, March 17, 2023, 5.00 P.M. 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

Date: March 18, 2023
Place: Pune

Peer Review No: P2013MH075200
UDIN: F006156D003288811

Encl: Postal Ballot Report – Annexure-I

Annexure - I

Postal Ballot Report pursuant to notice of postal ballot dated January 23, 2023 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 Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs]

We hereby submit as follows-

1. In 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, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (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 Scrutinizer's Report of the total votes cast in favour or against if any, on the resolution.
2. On February 14, 2023, 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. February 10, 2023 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 address 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 February 15, 2023, 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 sent to the shareholders by email on Tuesday, February 14, 2023 and the Advertisement published on Wednesday, February 15, 2023 pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on Thursday, February 16, 2023 (9.00 A.M.) and ended on Friday, March 17, 2023 (5.00 P.M.) for ballot through electronic mode being the electronic voting (e-voting) facility that was provided by KFin Technologies Limited (KFin).
4. The votes were unblocked around 5.05 P.M. on Friday, March 17, 2023 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 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:

Ordinary Resolution at item No. 1 – Approval of appointment of Manish Tandon (DIN: 07559939) as Chief Executive Officer and Managing Director of the Company effective January 23, 2023, and underlying remuneration.

Particulars		E-Voting	
		Number of Shareholders	Number of votes cast
I.	Total votes cast	485	16,04,68,090
II.	Number of votes rejected /not voted/less voted	^#*8	^#*60,273
III.	Total No. of valid votes cast	477	16,04,07,817
	Number of valid votes in favour	*\$460	*\$16,01,59,381
	Number of valid votes against	§17	§2,48,436
	Votes in favour of the resolution as a percentage of valid votes exercised		99.84%

^ 1 shareholder holding 59,929 shares has been considered Invalid.

5 shareholders have not voted for 324 shares.

* 2 shareholders holding 55 shares have partially voted in favour and partially not voted.

§ 1 shareholder holding 100 shares has partially voted for and partially against the resolution.



7. 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

CP No: 2664

Date: March 18, 2023

Place: Pune

Peer Review No: P2013MH075200

UDIN: F006156D003288811