

Date: August 06, 2019

BSE Limited

Corporate Service Department,
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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

Sub: Proceedings of Annual General Meeting of the Company

Pursuant to Regulation 30 and Part A of Schedule III of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, please find enclosed proceedings of 56th Annual General Meeting of the Company held on August 05, 2019.

This is for your information and further dissemination purpose.

Thanking you,
Yours sincerely,

For **Zensar Technologies Limited**


Gaurav Tongia
Company Secretary



Encl.: As above

PROCEEDING OF 56TH ANNUAL GENERAL MEETING ("AGM")

56th Annual General Meeting of Zensar Technologies Limited was held on Monday, August 05, 2019, at 12:00 Noon at Zensar Knowledge Park, Plot #4, Kharadi, MIDC, off Nagar Road Pune.

In the absence of Mr. H. V. Goenka, Chairman, Member(s) duly proposed and seconded appointment of Mr. Sandeep Kishore, MD and CEO as the Chairman of the Meeting. Mr. Sandeep Kishore, then chaired the meeting. As the requisite quorum was present, the Chairman called the meeting in order. With permission of the Members, Notice of the meeting, Auditor's Report and Secretarial Auditor's Report were taken as read. The full set of financial statements (Consolidated and Standalone) for the year ended March 31, 2019, *inter-alia*, including Balance Sheet, Statement of Profit and Loss and the Statement of Cash Flows along with requisite notes thereon, was also placed at the meeting. The Chairman addressed the Members about Company's performance, and other developments during financial year 2018-19. He then invited questions on the items proposed for approval of Members in the Notice of 56th Annual general Meeting. It was further informed that Members who were present at the AGM and had not cast their votes earlier, through remote e-voting, have an opportunity to cast their votes through voting by Poll on all the resolutions set forth in the Notice.

Chairman further informed that Mr. Suresh Deulkar (FCS 965), Partner, SVD & Associates, a firm of Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the votes cast in this meeting by Poll & remote e-voting and submit a consolidated report thereon. The Consolidated Scrutinizers Report as well as voting results, in the prescribed format, will be notified to the stock exchanges pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will be uploaded on the website of the Company and Karvy Fintech Private Limited, within the statutory timeline.

The following items of business, as per the Notice of AGM dated April 30, 2019, were transacted at the Meeting and passed by the Members with requisite majority by remote e-voting and Poll at AGM venue:

Ordinary Resolutions:

1. To receive, consider, approve and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon: and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Auditors thereon.
2. Confirming payment of Interim Dividend paid during FY 2018-19 and to declare Final Dividend of INR 1.80 (Rupees one and Eighty Paise only) per equity share for the financial year ended March 31, 2019.
3. Re - appointment of Mr. Shashank Singh (DIN:02826978), who was liable to retire by rotation and offered himself for re-appointment.
4. Appointment of Mr. Anant Vardhan Goenka (DIN:02089850) as a Non-Executive, Non-Independent Director, liable to retire by rotation.

5. Appointment of Mr. Arvind Nath Agrawal (DIN:00193566) as Non-Executive Independent Director, not liable to retire by rotation.

Special Resolutions

6. Re-appointment of Mr. Ajit Tekchand Vaswani (DIN:00057953) as Non-Executive Independent Director of the Company, not liable to retire by rotation.
7. Re-appointment of Mr. Venkatesh Kasturirangan (DIN:00804869) as a Non-Executive Independent Director of the Company, not liable to retire by rotation.
8. Approval for payment of Commission to Non-Executive Director(s).

For **Zensar Technologies Limited**


Gaurav Tongia
Company Secretary

