

Date: September 24, 2020

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

Sub: Voting results and Scrutinizer's Report for the 57th Annual General Meeting of the Company

Dear Sir(s),

This is in furtherance of our letter dated September 23, 2020, regarding proceedings of the 57th Annual General Meeting of the Company (AGM) submitted to the Exchanges and in pursuance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The voting results (remote e-voting and e-voting during the AGM) of the business transacted at the AGM, in the prescribed format, are enclosed herewith along with Report of the Scrutinizer.

All the resolutions were passed with requisite majority.

The above information will be uploaded on the website of the Company i.e www.zensar.com and on the website of National Securities Depository Limited i.e. www.nsdl.co.in.

This is for your information and dissemination purpose.

Thanking you,

Yours sincerely,

For **Zensar Technologies Limited**


Gaurav Tongia
Company Secretary



Encl. as above

	ZENSAR TECHNOLOGIES LTD
Date of the AGM/EGM	23-09-2020
Total number of shareholders on record date	34686
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	17
Public:	39



Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Accounts. a the Audited Standalone Financial Statements of the Company, for the Financial Year ended March 31, 2020 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, 2020, together with the Reports of the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	110,978,812	110,978,812	100.0000	110,978,812	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		110,978,812	100.0000	110,978,812	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	39,970,385	16,459,401	41.1790	16,437,757	21,644	99.8685	0.1314	600,512	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,459,401	41.179	16,437,757	21,644	99.8685	0.1315	600,512	0
Public- Non Institutions	E-Voting	74,496,798	55,419,426	74.3917	55,419,160	266	99.9995	0.0004	0	0
	Poll		7,693	0.0103	7,693	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		55,427,119	74.402	55,426,853	266	99.9995	0.0005	0	0
Total		225,445,995	182,865,332	81.1127	182,843,422	21,910	99.9880	0.0120	600,512	0



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm payment of Interim Dividends declared during FY 2019-20 viz. the First Interim Dividend at the rate of INR 1.00- Rupee One Only per equity share, declared on January 23, 2020 and the Second Interim Dividend at the rate of INR 1.80- Rupees One and Eighty Paise Only per equity shares, declared on March 6, 2020.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	110,978,812	110,978,812	100.0000	110,978,812	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		110,978,812	100.0000	110,978,812	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	39,970,385	16,623,922	41.5906	16,623,922	0	100.0000	0.0000	600,512	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,623,922	41.5906	16,623,922	0	100.0000	0.0000	0.0000	600,512
Public- Non Institutions	E-Voting	74,496,798	55,419,426	74.3917	55,419,160	266	99.9995	0.0004	0	0
	Poll		7,693	0.0103	7,693	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		55,427,119	74.402	55,426,853	266	99.9995	0.0005	0.0005	0
Total		225,445,995	183,029,853	81.1857	183,029,587	266	99.9999	0.0001	600,512	0



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of H. V. Goenka, who retires by rotation, in terms of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	110,978,812	110,978,812	100.0000	110,978,812	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		110,978,812	100.0000	110,978,812	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	39,970,385	16,623,922	41.5906	16,447,441	176,481	98.9383	1.0616	600,512	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,623,922	41.5906	16,447,441	176,481	98.9384	1.0616	600,512	0
Public- Non Institutions	E-Voting	74,496,798	52,457,323	70.4155	52,455,056	2,267	99.9956	0.0043	0	0
	Poll		7,693	0.0103	7,693	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		52,465,016	70.4258	52,462,749	2,267	99.9957	0.0043	0	0
Total		225,445,995	180,067,750	79.8718	179,889,002	178,748	99.9007	0.0993	600,512	0



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Radha Rajappa DIN 08530439 as Non-Executive, Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	110,978,812	110,978,812	100.0000	110,978,812	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		110,978,812	100.0000	110,978,812	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	39,970,385	16,623,922	41.5906	16,623,922	0	100.0000	0.0000	600,512	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,623,922	41.5906	16,623,922	0	100.0000	0.0000	0.0000	600,512
Public- Non Institutions	E-Voting	74,496,798	55,419,426	74.3917	55,417,169	2,257	99.9959	0.0040	0	0
	Poll		7,693	0.0103	7,693	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		55,427,119	74.402	55,424,862	2,257	99.9959	0.0041	0.0000	0
Total	225,445,995	183,029,853	81.1857	183,027,596	2,257	99.9988	0.0012	600,512	0	



Scrutinizer's Report

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman,

Name of the Company	Zensar Technologies Limited
Meeting	57 th Annual General Meeting (57 th AGM/AGM)
Day, Date & Time	Wednesday, September 23, 2020 at 11.00 A.M.
Mode	Video Conferencing ("VC")/Other Audio –Visual Means ("OAVM")
Deemed Venue	Zensar knowledge Park, Plot#4, MIDC, Kharadi, off Nagar Road, Pune-411014

Dear Sir,

I, Sridhar Mudaliar, Partner of SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Zensar Technologies Limited ("the Company") at its meeting held on, May 14, 2020 for the purpose of scrutinizing the remote e-voting and e-voting conducted at the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, read with General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 05th May, 2020 issued by Ministry of Corporate Affairs and the circular dated 12th May 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter referred to as the "Circulars") that provide relaxation for the manner in which the AGM shall be held and conducted.

The Circulars interalia provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 pandemic. Further pursuant to these Circulars physical attendance of members had been dispensed with and accordingly the facility for appointment of proxies by the members was also dispensed with. Members who attended the meeting through VC or OAVM were counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

I submit herewith my report with respect to the resolutions proposed at the 57th AGM of the Equity shareholders of the Company:



1. Responsibility and E-voting Agency:

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder read along with the Circulars as mentioned above and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and e-voting during the meeting by the shareholders on the resolutions proposed in the Notice of the 57th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the process of remote e-voting and the e-voting conducted at the meeting held through VC/OAVM through electronic voting system is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ('NSDL').

2. Notice of AGM and advertisement:

In accordance with the notice of the 57th AGM sent to the shareholders by way of email on August 27, 2020, and the 'Advertisement' published on August 28, 2020, pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) read with the Circulars mentioned above, the remote e-voting period remained open from Sunday, September 20, 2020 (9.00 a.m.) to Tuesday, September 22, 2020 (5.00 p.m.).

3. Cut off Date:

The shareholders holding shares as on the "cut off" date i.e. Wednesday, September 16, 2020 were entitled to vote on the proposed resolutions (item nos. 1 to 4 as set out in the Notice of the 57th AGM of the Company.)

4. Remote e-voting process:

The remote e-voting system was blocked forthwith at the end of the remote e-voting period. The votes cast through remote e-voting system were unblocked on September 23, 2020 at around 11.35 A.M. after conclusion of the AGM in the presence of two witnesses (Ms. Shalaka Khandelwal residing at Sinhgad Road, Pune and Ms. Neha Ruparel residing at Kalewadi, Pune) who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com/) and the same will be handed over to the authorized representative of the Chairman.

5. Voting at the AGM:

After declaration of commencement of e-voting during the conduct of the AGM, the shareholders who had not voted through the remote e-voting process were instructed to cast their vote on the e-voting platform provided by e-voting website of NSDL (www.evoting.nsdl.com/). Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com/) and the same are being handed over to the Chairman. The votes cast through remote e-voting and e-voting conducted during the meeting were reconciled with the records maintained by the Company/ Registrar and Share Transfer Agents of the Company and



the authorizations lodged with the Company. The e-voting that was found defective for want of authorization has been treated as invalid and kept separately.

6. Counting Process and results:

The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) Ordinary Resolution No. 1 – To receive, consider, approve and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 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, 2020 together with the Reports of the Auditors thereon.

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

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	176	6	182	-----
Number of votes cast by them	18,28,35,729	7,693	18,28,43,422	99.98802
(ii) Voted against				
Number of members voted	4	0	4	-----
Number of votes cast by them	21,910	0	21,910	0.01198
(iii) Total				
Total number of members voted	180	6	186	-----
Total number of votes cast by them	18,28,57,639	7,693	18,28,65,332	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	8	0	8*
Total Number of shares involved	7,65,033	0	7,65,033*

* Votes cast by 7 shareholders by remote e-voting for 6,00,512 shares are considered invalid. 1 shareholder has not voted for 1,64,521 shares.



- b) **Ordinary Resolution No. 2** – To confirm payment of Interim Dividend paid during the Financial Year 2019-20 viz the First Interim Dividend at the rate of INR 1.00(Rupee One only) per equity share, declared on January 23 2020 and the Second Interim Dividend at the rate of INR 1.80 (Rupee One and Eighty paise only) per equity share, declared on March 6, 2020.

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

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	178	6	184	-----
Number of votes cast by them	18,30,21,894	7,693	18,30,29,587	99.99985
(ii) Voted against				
Number of members voted	3	0	3	-----
Number of votes cast by them	266	0	266	0.00015
(iii) Total				
Total number of members voted	181	6	187	-----
Total number of votes cast by them	18,30,22,160	7,693	18,30,29,853	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	7	0	7*
Total Number of shares involved	6,00,512	0	6,00,512*

* Votes cast by 7 shareholders by remote e-voting for 6,00,512 shares are considered invalid.

- c) **Ordinary Resolution No. 3** – To appoint a Director in place of H. V. Goenka (DIN – 00026726), who retires by rotation, and being eligible, offers himself for re-appointment



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

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	168	6	174	-----
Number of votes cast by them	17,98,81,309	7,693	17,98,89,002	99.90073
(ii) Voted against				
Number of members voted	12	0	12	-----
Number of votes cast by them	1,78,748	0	1,78,748	0.09927
(iii) Total				
Total number of members voted	180	6	186	-----
Total number of votes cast by them	18,00,60,057	7,693	18,00,67,750	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	8	0	8
Total Number of shares involved	35,62,615	0	35,62,615

* Votes cast by 7 shareholders by remote e-voting for 6,00,512 shares are considered invalid. 1 shareholder has not voted for 29,62,103 shares.

d) **Ordinary Resolution No. 4** – To appoint Ms. Radha Rajappa (DIN: 08530439) as a Non-Executive-Independent Director, not liable to retire by rotation.

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

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	176	6	182	-----
Number of votes cast by them	18,30,19,903	7,693	18,30,27,596	99.99877



(ii) Voted against				
Number of members voted	5	0	5	-----
Number of votes cast by them	2,257	0	2,257	0.00123
(iii) Total				
Total number of members voted	181	6	187	-----
Total number of votes cast by them	18,30,22,160	7,693	18,30,29,853	100

(ii) **Not voted/Invalid votes:**

Particulars	Remote e-voting	e-voting at AGM through VC/OAVM	at held	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	7		0	7
Total Number of shares involved	6,00,512		0	6,00,512

* Votes cast by 7 shareholders by remote e-voting for 6,00,512 shares are considered invalid.

7. Accordingly, Resolution Nos. 1 to 4 have been passed with requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.
8. **Electronic data and relevant Records:**

All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the authorized representative of the Chairman for safe keeping thereafter.

Thanking you.

Yours faithfully,

For **SVD and Associates**

Sridhar Mudaliar

Partner

FCS. No. 6156

C. P. No. 2664

Place: Pune

Date: September 23, 2020

UDIN: F006156B000755784