

Date: August 06, 2019

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 Report of Scrutinizer for 56th Annual General Meeting (E-voting and Ballot voting)

Dear Sir(s),

This is in furtherance to our letter dated August 6, 2019 regarding outcome submitted to the Exchanges of 56th Annual General Meeting of the Company held at the Registered Office and in pursuance of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The voting results (Remote E-voting and Voting by Poll at AGM) of the business transacted at the 56th Annual General Meeting in the prescribed format are enclosed herewith along with the Report of Scrutinizer.

All the resolutions at AGM were passed by requisite majority.

The above information will be uploaded on the website of the Company and on the website of Karvy Fintech Private Limited, Registrar and Transfer Agent of the Company.

You are requested to kindly take the same on your record.

Thanking you,
Yours sincerely,

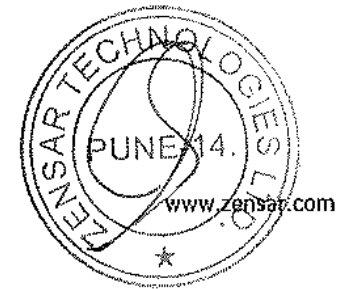
For **Zensar Technologies Limited**


Gaurav Tongia
Company Secretary

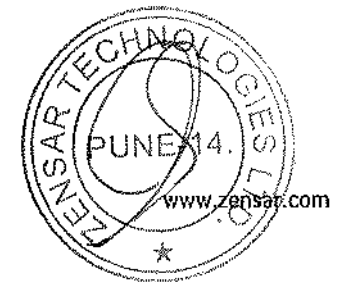


Encl.: As above

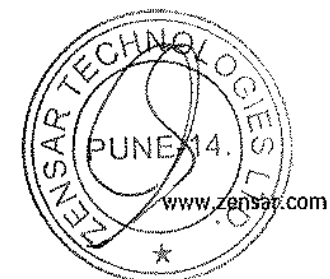
	ZENSAR TECHNOLOGIES LTD
Date of the AGM/EGM	05-08-2019
Total number of shareholders on record date	26686
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	13
Public:	66
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



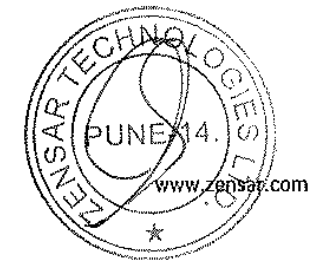
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Accounts							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 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
Promoter and Promoter Group	E-Voting	110,096,952	110,096,952	100.0000	110,096,952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		110,096,952	100.0000	110,096,952	0	100.0000	0.0000
Public- Institutions	E-Voting	43,654,539	26,706,688	61.1773	26,706,688	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		26,706,688	61.1773	26,706,688	0	100.0000	0.0000
Public- Non Institutions	E-Voting	71,471,479	51,800,427	72.4771	51,800,427	0	100.0000	0.0000
	Poll		171,217	0.2396	171,217	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		51,971,644	72.7167	51,971,644	0	100.0000	0.0000
Total		225,222,970	188,775,284	83.8171	188,775,284	0	100.0000	0.0000



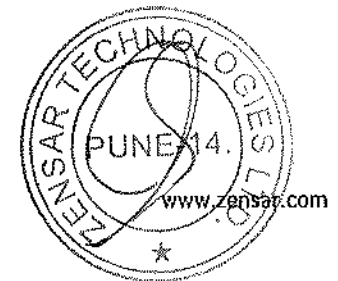
Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (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
Promoter and Promoter Group	E-Voting	110,096,952	110,096,952	100.0000	110,096,952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		110,096,952	100.0000	110,096,952	0	100.0000	0.0000
Public- Institutions	E-Voting	43,654,539	26,898,463	61.6166	26,898,463	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		26,898,463	61.6166	26,898,463	0	100.0000	0.0000
Public- Non Institutions	E-Voting	71,471,479	51,800,427	72.4771	51,800,427	0	100.0000	0.0000
	Poll		171,217	0.2396	171,217	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		51,971,644	72.7167	51,971,644	0	100.0000	0.0000
Total		225,222,970	188,967,059	83.9022	188,967,059	0	100.0000	0.0000



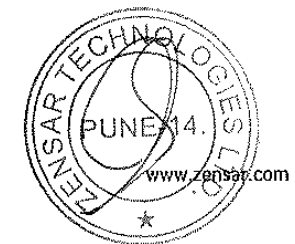
Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Shashank Singh DIN 02826978							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled 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
Promoter and Promoter Group	E-Voting	110,096,952	110,096,952	100.0000	110,096,952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		110,096,952	100.0000	110,096,952	0	100.0000	0.0000
Public- Institutions	E-Voting	43,654,539	26,898,463	61.6166	25,486,102	1,412,361	94.7492	5.2507
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		26,898,463	61.6166	25,486,102	1,412,361	94.7493	5.2507
Public- Non Institutions	E-Voting	71,471,479	51,800,427	72.4771	51,800,427	0	100.0000	0.0000
	Poll		171,217	0.2396	171,217	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		51,971,644	72.7167	51,971,644	0	100.0000	0.0000
Total		225,222,970	188,967,059	83.9022	187,554,698	1,412,361	99.2526	0.7474



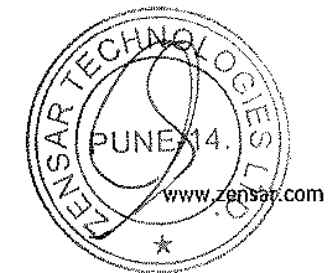
Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Anant Vardhan Goenka DIN 02089859 as Non-Executive, Non-Independent Director, liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	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
Promoter and Promoter Group	E-Voting	110,096,952	110,096,952	100.0000	110,096,952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		110,096,952	100.0000	110,096,952	0	100.0000	0.0000
Public- Institutions	E-Voting	43,654,539	26,898,463	61.6166	26,868,250	30,213	99.8876	0.1123
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		26,898,463	61.6166	26,868,250	30,213	99.8877	0.1123
Public- Non Institutions	E-Voting	71,471,479	51,800,427	72.4771	51,800,427	0	100.0000	0.0000
	Poll		171,217	0.2396	171,217	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		51,971,644	72.7167	51,971,644	0	100.0000	0.0000
Total		225,222,970	188,967,059	83.9022	188,936,846	30,213	99.9840	0.0160



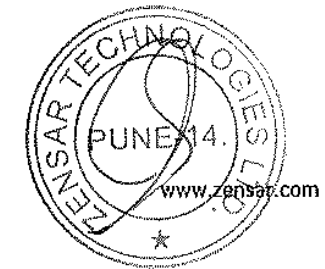
Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Arvind Nath Agrawal DIN 00193566 as a Non-Executive Independent Director of the Company, not liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	110,096,952	110,096,952	100.0000	110,096,952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		110,096,952	100.0000	110,096,952	0	100.0000	0.0000
Public- Institutions	E-Voting	43,654,539	26,898,463	61.6166	26,743,891	154,572	99.4253	0.5746
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		26,898,463	61.6166	26,743,891	154,572	99.4254	0.5746
Public- Non Institutions	E-Voting	71,471,479	51,800,427	72.4771	51,800,426	1	99.9999	0.0000
	Poll		171,217	0.2396	171,217	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		51,971,644	72.7167	51,971,643	1	100.0000	0.0000
Total		225,222,970	188,967,059	83.9022	188,812,486	154,573	99.9182	0.0818



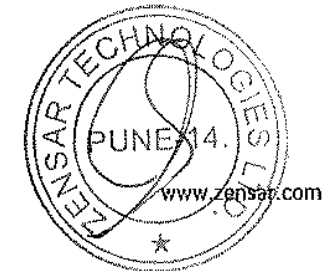
Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. A.T. Vaswani DIN-00057953 as Non-Executive Independent Director of the Company not liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	110,096,952	110,096,952	100.0000	110,096,952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		110,096,952	100.0000	110,096,952	0	100.0000	0.0000
Public- Institutions	E-Voting	43,654,539	26,898,463	61.6166	26,735,047	163,416	99.3924	0.6075
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		26,898,463	61.6166	26,735,047	163,416	99.3925	0.6075
Public- Non Institutions	E-Voting	71,471,479	51,800,427	72.4771	51,800,427	0	100.0000	0.0000
	Poll		171,217	0.2396	171,217	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		51,971,644	72.7167	51,971,644	0	100.0000	0.0000
Total		225,222,970	188,967,059	83.9022	188,803,643	163,416	99.9135	0.0865



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Venkatesh Kasturirangan DIN- 00804869 as Non-Executive Independent Director of the Company, not liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	110,096,952	110,096,952	100.0000	110,096,952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		110,096,952	100.0000	110,096,952	0	100.0000	0.0000
Public- Institutions	E-Voting	43,654,539	26,898,463	61.6166	26,777,358	121,105	99.5497	0.4502
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		26,898,463	61.6166	26,777,358	121,105	99.5498	0.4502
Public- Non Institutions	E-Voting	71,471,479	51,800,427	72.4771	51,800,427	0	100.0000	0.0000
	Poll		171,217	0.2396	171,217	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		51,971,644	72.7167	51,971,644	0	100.0000	0.0000
Total		225,222,970	188,967,059	83.9022	188,845,954	121,105	99.9359	0.0641



Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for payment of Commission to Non-Executive Directors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	110,096,952	110,096,952	100.0000	110,096,952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		110,096,952	100.0000	110,096,952	0	100.0000	0.0000
Public- Institutions	E-Voting	43,654,539	26,898,463	61.6166	26,842,283	56,180	99.7911	0.2088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		26,898,463	61.6166	26,842,283	56,180	99.7911	0.2089
Public- Non Institutions	E-Voting	71,471,479	51,800,402	72.4770	51,800,402	0	100.0000	0.0000
	Poll		171,217	0.2396	171,217	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		51,971,619	72.7166	51,971,619	0	100.0000	0.0000
Total		225,222,970	188,967,034	83.9022	188,910,854	56,180	99.9703	0.0297



Scrutinizer's Report

**[Pursuant to Section 108 of the Companies Act, 2013 and 20(4) (xii) of the Companies
(Management and Administration) Rules, 2014 (Amendments Rules 2015)]**

To,
The Chairman,

56th Annual General Meeting of the Equity shareholders of **Zensar Technologies Limited** held on Monday, August 5, 2019 at 12:00 Noon at Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar Road, Pune 411014.

Dear Sir,

I, **S. V. Deulkar (FCS 1321)**, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Zensar Technologies Limited ("the Company") for the purpose of scrutinizing the e-voting process and voting by poll at the meeting pursuant to Section 108 of the provisions of Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 56th Annual General Meeting (AGM) of the Equity shareholders of the Company held on Monday, August 5, 2019 at 12.00 Noon at Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar Road, Pune 411014. I submit my report as under:


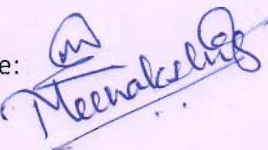
1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 56th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting system and by poll at the AGM are 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 Karvy Fintech Private Limited (Karvy) and report on poll at the meeting.
2. In accordance with the notice of the 56th AGM sent to the shareholders on July 8, 2019 and the 'Advertisement' published pursuant to Rule 20(4) (v) of the Companies (Management and Administration) Rules 2014 (Amendment Rules 2015) on July 9, 2019, the remote e-voting period remained open from Thursday, August 01, 2019 (9.00 a.m.) to Sunday, August 04, 2019 (5.00 p.m.).



3. The shareholders holding shares as on the "cut off" date i.e. July 29, 2019 were entitled to vote on the proposed resolutions (item nos. 1 to 8 as set out in the Notice of the 56th AGM of the Company).
4. The votes on remote e-voting were unblocked on Monday, August 5, 2019 at around 12.25 P.M. after conclusion of the AGM in the presence of two witnesses (Mr. Mohit Gupta residing at S.B. Road, Pune- 411005 and Mrs. Meenakshi Deshmukh residing at Karve Nagar, Pune-411052) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Karvy Fintech Private Limited (Karvy) (URL: <https://evoting.karvv.com/>) and the same are being handed over to the Chairman.

Witnesses:

1. Name: Mr. Mohit Gupta
2. Name: Mrs. Meenakshi Deshmukh

Signature: 
 Signature: 

5. After declaration of voting by poll by the Chairman at the AGM, an empty ballot box was kept for polling and the same was locked in my presence. The locked ballot box was subsequently used for voting by poll and then opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
6. The total votes cast in favour of or against all the resolutions proposed in the Notice of the AGM are as under :
 - a) **Ordinary Resolution No. 1** – To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement as on 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	*119	188604067	-
Voting at AGM by Poll	*31	171217	-
Total	*150	188775284	100



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	-
Voting at AGM by Poll	0	0	-
Total	0	0	0

(iii) Not voted/Invalid votes:

Mode of Voting	Total number of members who have not voted / partially voted/ whose votes were declared invalid	Total Number of shares involved
Remote e-voting	*#@4	195749
Voting at AGM by Poll	*6	718
Total	*#@10	196467

*one person has partially voted in e-voting for 1279 shares.

*six shareholders has partially voted in poll for 718 shares

#one shareholder's 2695 shares are treated as invalid in e-voting.

@ two shareholders holding 191775 shares are abstain from e-voting.

- b) **Ordinary Resolution No. 2** – To confirm payment of Interim Dividend and to declare a final dividend on equity shares for the financial year ended 31st March, 2019.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	*121	188795842	-
Voting at AGM by Poll	*31	171217	-
Total	*152	188967059	100

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	-
Voting at AGM by Poll	0	0	-
Total	0	0	0



(iii) Not voted/Invalid votes:

Mode of Voting	Total number of members who have not voted / partially voted/ whose votes were declared invalid	Total Number of shares involved
Remote e-voting	*#2	3974
Voting at AGM by Poll	*6	718
Total	*#8	4692

*one person has partially voted in e-voting for 1279 shares.

*six shareholders has partially voted in poll for 718 shares

one shareholder's 2695 shares are treated as invalid in e-voting.

- c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mr. Shashank Singh (DIN: 02826978), who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	*115	187383481	-
Voting at AGM by Poll	*31	171217	-
Total	*146	187554698	99.26

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	1412361	-
Voting at AGM by Poll	0	0	-
Total	6	1412361	0.74

(iii) Not voted/Invalid votes:

Mode of Voting	Total number of members who have not voted / partially voted/ whose votes were declared invalid	Total Number of shares involved
Remote e-voting	*#2	3974
Voting at AGM by Poll	*6	718
Total	*#8	4692



*one person has partially voted in e-voting for 1279 shares.

*six shareholders has partially voted in poll for 718 shares

one shareholder's 2695 shares are treated as invalid in e-voting.

- d) **Ordinary Resolution No. 4** – To appoint Mr. Anant Vardhan Goenka (DIN: 02089850) as a Non-Executive, Non-Independent Director, liable to retire by rotation.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	*118	188765629	-
Voting at AGM by Poll	*31	171217	-
Total	*149	188936846	99.98

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	30213	-
Voting at AGM by Poll	0	0	-
Total	3	30213	0.02

(iii) Not voted/Invalid votes:

Mode of Voting	Total number of members who have not voted / partially voted/ whose votes were declared invalid	Total Number of shares involved
Remote e-voting	*#2	3974
Voting at AGM by Poll	*6	718
Total	*#8	4692

*one person has partially voted in e-voting for 1279 shares.

*six shareholders has partially voted in poll for 718 shares

one shareholder's 2695 shares are treated as invalid in e-voting.

- e) **Ordinary Resolution No. 5** – To appoint Mr. Arvind Nath Agrawal (DIN: 00193566) as a Non-Executive, Independent Director, not liable to retire by rotation.



(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	*114	188641269	-
Voting at AGM by Poll	*31	171217	-
Total	*145	188812486	99.92

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	154573	-
Voting at AGM by Poll	0	0	-
Total	7	154573	0.08

(iii) Not voted/Invalid votes:

Mode of Voting	Total number of members who have not voted / partially voted/ whose votes were declared invalid	Total Number of shares involved
Remote e-voting	*#2	3974
Voting at AGM by Poll	*6	718
Total	*#8	4692

*one person has partially voted in e-voting for 1279 shares.

*six shareholders has partially voted in poll for 718 shares

one shareholder's 2695 shares are treated as invalid in e-voting.

- f) **Special Resolution No. 6** – To re-appoint Mr. Ajit Tekchand Vaswani (DIN: 00057953) as Non-Executive Independent Director of the Company not liable to retire by rotation.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	*113	188632426	-
Voting at AGM by Poll	*31	171217	-
Total	*144	188803643	99.91



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	8	163416	-
Voting at AGM by Poll	0	0	-
Total	8	163416	0.09

(iii) Not voted/Invalid votes:

Mode of Voting	Total number of members who have not voted / partially voted/ whose votes were declared invalid	Total Number of shares involved
Remote e-voting	*#2	3974
Voting at AGM by Poll	*6	718
Total	*#8	4692

*one person has partially voted in e-voting for 1279 shares.

*six shareholders has partially voted in poll for 718 shares

one shareholder's 2695 shares are treated as invalid in e-voting.

- g) **Special Resolution No. 7** – To re-appoint Mr. Venkatesh Kasturirangan (DIN: 00804869) as a Non-Executive, Independent Director of the Company, not liable to retire by rotation.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	*117	188674737	-
Voting at AGM by Poll	*31	171217	-
Total	*148	188845954	99.94

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	121105	-
Voting at AGM by Poll	0	0	-
Total	4	121105	0.06



(iii) Not voted/Invalid votes:

Mode of Voting	Total number of members who have not voted / partially voted/ whose votes were declared invalid	Total Number of shares involved
Remote e-voting	*#2	3974
Voting at AGM by Poll	*6	718
Total	*#8	4692

*one person has partially voted in e-voting for 1279 shares.

*six shareholders has partially voted in poll for 718 shares

one shareholder's 2695 shares are treated as invalid in e-voting.

- h) **Special Resolution No. 8** – To approve payment of Commission to Non-Executive Director(s).

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	*116	188739637	-
Voting at AGM by Poll	*31	171217	-
Total	*147	188910854	99.97

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	56180	-
Voting at AGM by Poll	0	0	-
Total	4	56180	0.03

(iii) Not voted/Invalid votes:

Mode of Voting	Total number of members who have not voted / partially voted/ whose votes were declared invalid	Total Number of shares involved
Remote e-voting	*#@3	3999
Voting at AGM by Poll	*6	718
Total	*#@9	4717

*one person has partially voted in e-voting for 1279 shares.

*six shareholders has partially voted in poll for 718 shares

one shareholder's 2695 shares are treated as invalid in e-voting.

@ one shareholders holding 25 shares are abstain from e-voting.



7. Accordingly, Resolution Nos. 1 and 2 have been passed unanimously and, Resolution No.3 to 8 have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.
8. 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 Company Secretary for safe keeping.

Thanking you.
Yours faithfully,
For SVD and Associates



S. V. Deulkar
Partner
FCS No. 1321
C. P. No. 965



Place: Pune
Date: August 5, 2019