

Date: March 4, 2021

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 of Postal Ballot and Scrutinizer's Report thereon

Dear Sir/Madam,

Further to our letter dated January 21, 2021 and January 29, 2021 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 resolutions have 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,

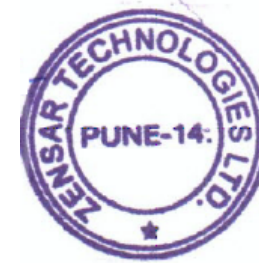
For **Zensar Technologies Limited**


Gaurav Tongia
Company Secretary

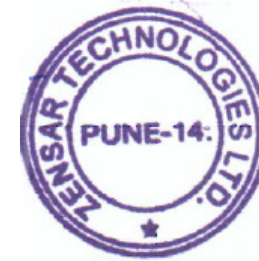


Encl. as above

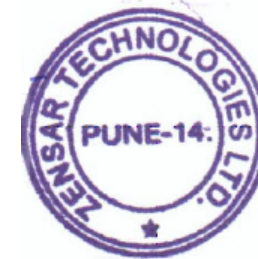
General information about company	
Scrip code	504067
NSE Symbol	ZENSARTECH
MSEI Symbol	NOTLISTED
ISIN	INE520A01027
Name of the company	Zensar Technologies Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	02-03-2021
Start time of the meeting	
End time of the meeting	



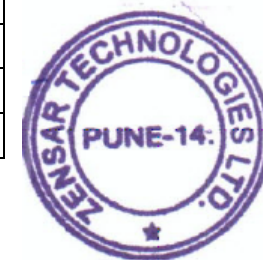
Scrutinizer Details	
Name of the Scrutinizer	Sridhar Mudaliar
Firms Name	SVD & Associates
Qualification	CS
Membership Number	6156
Date of Board Meeting in which appointed	21-01-2021
Date of Issuance of Report to the company	03-03-2021



Voting results	
Record date	22-01-2021
Total number of shareholders on record date	37118
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	2
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				Appointment of Ajay Singh Bhutoria (DIN: 09013862) as Chief Executive Officer and Managing Director of the Company, effective January 12, 2021 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	110978832	110978832	100	110978832	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		110978832	110978832	100	110978832	0	100
Public-Institutions	E-Voting	91478773	66381479	72.5649	57571528	8809951	86.7283	13.2717
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		91478773	66381479	72.5649	57571528	8809951	86.7283
Public- Non Institutions	E-Voting	23017900	275701	1.1978	274351	1350	99.5103	0.4897
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23017900	275701	1.1978	274351	1350	99.5103
Total		225475505	177636012	78.7828	168824711	8811301	95.0397	4.9603
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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



Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of remuneration to Sandeep Kishore, former Managing Director and Chief Executive Officer				
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	110978832	110978832	100	110978832	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		110978832	110978832	100	110978832	0	100
Public-Institutions	E-Voting	91478773	66381479	72.5649	53041217	13340262	79.9036	20.0964
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		91478773	66381479	72.5649	53041217	13340262	79.9036
Public- Non Institutions	E-Voting	23017900	275650	1.1975	274110	1540	99.4413	0.5587
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23017900	275650	1.1975	274110	1540	99.4413
Total		225475505	177635961	78.7828	164294159	13341802	92.4892	7.5108
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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



Date: March 3, 2021

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 21, 2021.



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, March 2, 2021, 5.00 P.M. were scrutinized and a report on the votes so received is annexed herewith as 'Annexure I'.

We hereby declare that Special Resolutions at Item No. 1 and Item No. 2 as per the aforesaid notice of the Postal Ballot of the Company, have 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 January 21, 2021 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 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, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 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 January 29, 2021 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. January 22, 2021 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. 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 sent to the shareholders by email on Friday, January 29, 2021 and the Advertisement published on Saturday, January 30, 2021 pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on Monday, February 1, 2021 (9.00 A.M.) and ended on Tuesday, March 2, 2021 (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 5.06 P.M. on Tuesday, March 2, 2021 in the presence of 2 (Two) witnesses, viz. (Mr. Ashish Bhat, Sinhagad road, Pune 411041 and Ms. Disha Kulkarni, Kothrud, Pune 411038), 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 – Appointment of Ajay Singh Bhutoria (DIN: 09013862) as Chief Executive Officer and Managing Director of the Company, effective January 12, 2021 and underlying remuneration

Particulars		E-Voting	
		Number of Shareholders	Number of votes cast
I.	Total votes cast	183	17,96,02,681
II.	Number of votes rejected /not voted/less voted*^	6	19,66,669
III.	Total No. of valid votes cast	178	17,76,36,012
	Number of valid votes in favour^	107	16,88,24,711
	Number of valid votes against	71	88,11,301
	Votes in favour of the resolution as a percentage of valid votes exercised		95.03%

* 3 shareholders have not voted for 32,533 shares. Votes cast by 2 shareholders for 19,15,381 shares have been considered invalid.

^ 1 shareholder, holding 3,89,252 shares, has partially not voted for 18,755 shares.

Special Resolution at item No. 2 – Payment of remuneration to Sandeep Kishore, former Managing Director and Chief Executive Officer

Particulars		E-Voting	
		Number of Shareholders	Number of votes cast
I.	Total votes cast	183	17,96,02,681
II.	Number of votes rejected /not voted/less voted*^	7	19,66,720



III.	Total No. of valid votes cast~	178	17,76,35,961
	Number of valid votes in favour~	97	16,42,94,159
	Number of valid votes against^~	81	1,33,41,802
	Votes in favour of the resolution as a percentage of valid votes exercised		92.49%

* 4 shareholders have not voted for 32,584 shares. Votes cast by 2 shareholders for 19,15,381 shares have been considered invalid.

^ 1 shareholder, holding 3,89,252 shares, has partially not voted for 18,755 shares.

~ 1 shareholder, holding 11 shares, has partially voted in favour and partially against.

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: March 3, 2021

UDIN: F006156B003979499