



July 28, 2022

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, 3rd 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 59th Annual General Meeting (AGM) of the Company

Dear Sir(s),

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other provisions, as applicable, please find enclosed proceedings of 59th AGM of the Company held on Wednesday, July 27, 2022 at 3.30 p.m. (IST), through Video Conferencing/Other Audio Visual Means ('VC/OAVM').

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

This is for your information and records.

Thanking you,

Yours sincerely,

For Zensar Technologies Limited



Gaurav Tongia
Company Secretary



Encl. As above

An  RPG Company



Brief proceedings of 59th Annual General Meeting of Zensar Technologies Limited ('the Company'), held on Wednesday, July 27, 2022

The Fifty-Ninth Annual General Meeting ('AGM') of the Company was held on Wednesday, July 27, 2022 at 3:30 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), *inter-alia*, in compliance with the General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021, 21/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 January 13, 2021, December 14, 2021 and 02/2022 dated May 5, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') and Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by Securities & Exchange Board of India (SEBI) and in compliance with the applicable provisions of the Companies Act, 2013 ('The 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations').

Mr. H. V. Goenka, Chairman of the Company, chaired the meeting and after ascertaining the quorum, called the meeting to order at 3:30 p.m. Total 56 Members were present at the AGM through the VC/OAVM facility provided through WebEx and Webcast facility of National Securities Depository Limited (NSDL).

The Chairman commenced the proceedings by welcoming the Members to the AGM and introduced the fellow directors on the Board who were attending the meeting and in particular confirmed the presence of Mr. A.T. Vaswani, Chairman of Audit Committee, Risk Management Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. It was further informed that Mr. Venkatesh Kasturirangan and Mr. Ben Druskin, Independent Directors of the Company, could not attend this AGM. Mr. Sachin Zute, Chief Financial Officer and Mr. Gaurav Tongia, Company Secretary were in attendance. The Chairman then informed that the representatives of extant Statutory Auditors viz., 'Deloitte Haskins & Sells LLP' and Secretarial Auditors viz., 'SVD & Associates' were also attending this meeting.

The Chairman also informed the Members that there was no proxy facility available for this meeting, as it was dispensed by MCA in view of meeting(s) being held through VC/OAVM, while relevant statutory registers were available for inspection electronically. Thereafter, the Chairman took the Notice already sent to the Members as read. He then mentioned that the Statutory Auditor's Report as well as Secretarial Auditor's Report did not contain any qualification, observation or adverse comment, hence, were not required to be read at the meeting.

The Chairman addressed the Members, *inter-alia*, highlighting the industry scenario, financial performance of the Company, highlights of FY 2021-22 and measures taken during COVID-19 pandemic situation, etc.

Mr. Gaurav Tongia, Company Secretary of the Company, informed the Members that the Company had provided facility of 'remote e-voting' for voting on resolutions contained in the Notice convening the AGM, from July 24, 2022 from 9:00 a.m. (IST) to July 26, 2022 upto 5:00 p.m. (IST). He then informed that the Company had also provided the facility to vote at the meeting, through e-voting platform of NSDL to those Members who did not exercise their right to vote through remote e-voting. He further informed that Mr. Sridhar Mudaliar, Partner, M/s. SVD & Associates, Practicing Company Secretaries, was present as the Scrutinizer for remote e-voting as well as e-voting at the AGM and the Scrutinizer would hand over the combined report on voting within the statutory timeline, which shall be filed with the stock exchanges and uploaded on the website of the Company and that of NSDL.

The Chairman then informed, that the Company had provided the facility to its Members to register themselves in advance to express their views or ask questions at the AGM, by sending a request from their registered email ID, within the prescribed period stated in the Notice of the AGM. The Company had not received any such registration, during the prescribed period.



The Chairman thanked Members for attending the Meeting and declared the meeting as concluded and informed that those Members who have not voted through remote e-voting may cast their votes during next 15 minutes and authorised the Company Secretary of the Company to receive the voting results and intimate the same to the Stock Exchanges.

Items of business as mentioned in the Notice convening the AGM, which were put to vote through remote e-voting and e-voting at the AGM were as under:

Sr. No.	Business conducted at the AGM	Type of Resolution
1.	Adoption of Accounts a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 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, 2022 together with the Reports of the Auditors thereon	Ordinary
2.	Confirm payment of Interim Dividend and declare Final Dividend	
3.	Re-appointment of Harsh Vardhan Goenka (DIN: 00026726)	
4.	Appointment of Statutory Auditors	
5.	Re-appointment of Ketan Arvind Dalal (DIN: 00003236) as Non-Executive Independent Director of the Company, not liable to retire by rotation.	Special
6.	Re-appointment of Ben Edward Druskin (DIN: 07935711) as Non-Executive, Independent Director of the Company, not liable to retire by rotation.	
7.	Re-appointment of Harsh Charandas Mariwala (DIN: 00210342) as Non-Executive, Independent Director of the Company, not liable to retire by rotation.	
8.	Approval for payment of Commission to Non-Executive Director(s)	

All the 8 resolutions as set out in the Notice of the AGM were duly approved by the members with requisite majority.

The AGM concluded at 4:00 p.m. (IST), including the time allowed for e-voting at the AGM.

