



**Date:** July 28, 2022

**BSE Limited**

Corporate Service Department,  
01<sup>st</sup> 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, 03<sup>rd</sup> 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 59<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

This is in furtherance of our letter dated July 28, 2022, regarding proceedings of the 59<sup>th</sup> 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 consolidated report of the Scrutinizer.

All the resolutions were passed at the AGM with requisite majority.

The above information will be uploaded on the website of the Company i.e. [www.zensar.com](http://www.zensar.com) and on the website of National Securities Depository Limited i.e. [www.nsdl.co.in](http://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  Company

<b>General information about company</b>	
Scrip code	504067
NSE Symbol	ZENSARTECH
MSEI Symbol	NOTLISTED
ISIN	INE520A01027
Name of the company	Zensar Technologies Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-07-2022
Start time of the meeting	03:30 PM
End time of the meeting	04:00 PM



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Sridhar Mudaliar
Firms Name	SVD & Associates
Qualification	CS
Membership Number	6156
Date of Board Meeting in which appointed	10-05-2022
Date of Issuance of Report to the company	28-07-2022



<b>Voting results</b>	
Record date	20-07-2022
Total number of shareholders on record date	193650
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	16
b) Public	40
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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, 2022together with the Reports of the Auditors thereon.				
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	111263616	111263616	100	111263616	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	111263616	111263616	100	111263616	0	100	0
Public-Institutions	E-Voting	64035662	57553897	89.8779	57553897	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	64035662	57553897	89.8779	57553897	0	100	0
Public-Non Institutions	E-Voting	51054986	3283077	6.4305	3282750	327	99.99	0.01
	Poll		67630	0.1325	66930	700	98.965	1.035
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	51054986	3350707	6.5629	3349680	1027	99.9693	0.0307
Total		226354264	172168220	76.0614	172167193	1027	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	80710
Public - Non Insitutions	100



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Confirm payment of Interim Dividend and declare Final Dividend				
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	111263616	111263616	100	111263616	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111263616	111263616	100	111263616	0	100
Public-Institutions	E-Voting	64035662	58018431	90.6033	58018431	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		64035662	58018431	90.6033	58018431	0	100
Public- Non Institutions	E-Voting	51054986	3283082	6.4305	3282412	670	99.9796	0.0204
	Poll		67630	0.1325	66930	700	98.965	1.035
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51054986	3350712	6.5629	3349342	1370	99.9591
Total		226354264	172632759	76.2666	172631389	1370	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	80710
Public - Non Insitutions	100





Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Harsh Vardhan Goenka, who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.				
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	111263616	111263616	100	111263616	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111263616	111263616	100	111263616	0	100
Public- Institutions	E-Voting	64035662	58018431	90.6033	54737932	3280499	94.3458	5.6542
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		64035662	58018431	90.6033	54737932	3280499	94.3458
Public- Non Institutions	E-Voting	51054986	3282722	6.4298	3281430	1292	99.9606	0.0394
	Poll		67630	0.1325	66930	700	98.965	1.035
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51054986	3350352	6.5622	3348360	1992	99.9405
Total		226354264	172632399	76.2665	169349908	3282491	98.0986	1.9014
Whether resolution is Pass or Not.				Yes				
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	80710
Public - Non Insitutions	100



Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Statutory Auditors				
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	111263616	111263616	100	111263616	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111263616	111263616	100	111263616	0	100
Public-Institutions	E-Voting	64035662	58018431	90.6033	58018431	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		64035662	58018431	90.6033	58018431	0	100
Public- Non Institutions	E-Voting	51054986	3282922	6.4302	3166594	116328	96.4566	3.5434
	Poll		67630	0.1325	66930	700	98.965	1.035
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51054986	3350552	6.5626	3233524	117028	96.5072
Total		226354264	172632599	76.2666	172515571	117028	99.9322	0.0678
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	80710
Public - Non Insitutions	100



Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ketan Arvind Dalal (DIN: 00003236) as Non-Executive Independent Director of the Company, not liable to retire by rotation.				
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	111263616	111263616	100	111263616	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111263616	111263616	100	111263616	0	100
Public- Institutions	E-Voting	64035662	58018431	90.6033	57370524	647907	98.8833	1.1167
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		64035662	58018431	90.6033	57370524	647907	98.8833
Public- Non Institutions	E-Voting	51054986	3282787	6.4299	3281113	1674	99.949	0.051
	Poll		67630	0.1325	66930	700	98.965	1.035
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51054986	3350417	6.5624	3348043	2374	99.9291
Total		226354264	172632464	76.2665	171982183	650281	99.6233	0.3767
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	80710
Public - Non Insitutions	100



Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ben Edward Druskin (DIN: 07935711) as Non-Executive, Independent Director of the Company, not liable to retire by rotation.				
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	111263616	111263616	100	111263616	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111263616	111263616	100	111263616	0	100
Public-Institutions	E-Voting	64035662	58018431	90.6033	57375024	643407	98.891	1.109
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		64035662	58018431	90.6033	57375024	643407	98.891
Public- Non Institutions	E-Voting	51054986	3282918	6.4302	3281559	1359	99.9586	0.0414
	Poll		67630	0.1325	66930	700	98.965	1.035
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51054986	3350548	6.5626	3348489	2059	99.9385
Total		226354264	172632595	76.2666	171987129	645466	99.6261	0.3739
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	80710
Public - Non Insitutions	100





Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Harsh Charandas Mariwala (DIN: 00210342) as Non-Executive, Independent Director of the Company, not liable to retire by rotation.				
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	111263616	111263616	100	111263616	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111263616	111263616	100	111263616	0	100
Public-Institutions	E-Voting	64035662	58018431	90.6033	56843014	1175417	97.9741	2.0259
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		64035662	58018431	90.6033	56843014	1175417	97.9741
Public- Non Institutions	E-Voting	51054986	3282887	6.4301	3281283	1604	99.9511	0.0489
	Poll		67630	0.1325	66930	700	98.965	1.035
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51054986	3350517	6.5626	3348213	2304	99.9312
Total		226354264	172632564	76.2665	171454843	1177721	99.3178	0.6822
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	80710
Public - Non Insitutions	100



Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for payment of Commission to Non-Executive Director(s)				
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	111263616	111263616	100	111263616	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111263616	111263616	100	111263616	0	100
Public-Institutions	E-Voting	64035662	58018431	90.6033	46580663	11437768	80.286	19.714
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		64035662	58018431	90.6033	46580663	11437768	80.286
Public- Non Institutions	E-Voting	51054986	3280992	6.4264	3276737	4255	99.8703	0.1297
	Poll		67630	0.1325	66930	700	98.965	1.035
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51054986	3348622	6.5589	3343667	4955	99.852
Total		226354264	172630669	76.2657	161187946	11442723	93.3716	6.6284
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	80710
Public - Non Insitutions	100



**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	Fifty-Ninth Annual General Meeting of the members of the Company( 59 <sup>th</sup> AGM)
Day, Date & Time	Wednesday, July 27, 2022 at 3:30 P.M. (IST)
Mode	Video Conferencing "VC"/Other Audio – Visual Means "OAVM"

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") CIN: L72200PN1963PLC012621 at its meeting held on May 10, 2022 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 April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021 , General Circular No. 2/2022 and 03/ 2022 both dated May 05, 2022 issued by Ministry of Corporate Affairs and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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 inter-alia provide for relaxation in the manner in which the AGM to be held including the manner of sending the Notices and Annual Reports to the members 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 has been dispensed with and accordingly the facility for appointment of proxies by the members is 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 AGM of the members of the Company:

**1. Responsibility of the Management, and the Scrutinizer:**

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 members on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to scrutinize the votes cast by remote e-voting and e-voting conducted at the meeting held through VC/OAVM in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against 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, advertisement and remote e-voting period:**

In accordance with the notice of the AGM sent to the members by way of email on July 4, 2022 and uploaded on the website of the Company at [www.zensar.com](http://www.zensar.com) and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the Circulars mentioned above, on Tuesday, July 05, 2022, the remote e-voting period remained open from Sunday, July 24, 2022 (9.00 a.m.) (IST) to Tuesday, July 26, 2022 (5.00 p.m.) (IST)

**3. Cut-off Date:**

The members holding shares as on the "cut off" date i.e. Wednesday, July 20, 2022 were entitled to vote on the proposed resolutions (item nos. 1 to 8 as set out in the Notice of the AGM of the Company).

**4. Process of remote e-voting:**

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 after conclusion of the AGM in the presence of two witnesses who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of members, who voted "for" and "against", were downloaded from the e-voting website of NSDL.

**5. Process of Voting at the AGM:**

After declaration of commencement of e-voting during the conduct of the AGM, the members 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](http://www.evoting.nsdl.com)).

Thereafter, the details containing, inter-alia, list of members, who voted “for” and “against”, were downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and the same are being handed over to the authorized representative of 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:**

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

**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, 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.

**Summary of Voting**

<b>(i) Voted in favour of or against the resolution:</b>				
<b>Particulars</b>	<b>Remote e-voting</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>	<b>% of total number of valid votes cast</b>
<b>(a) Voted in Favour</b>				
Number of members voted	539	5	544	-----
Number of votes cast by them	17,21,00,263	66,930	17,21,67,193	100.00
<b>(b) Voted against</b>				
Number of members voted	6	1	7	-----

Number of votes cast by them	327	700	1,027	0.19
<b>(c) Total</b>				
Total number of members voted	545	6	551	-----
Total number of votes cast by them	17,21,00,590	67630	17,21,68,220	100.00
<b>(ii) Not voted/Invalid votes:</b>				
<b>Particulars</b>	<b>Remote voting</b>	<b>e-</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>
Total number of members who have not voted/partially not voted and whose votes were declared invalid		7	0	#^7
Total Number of shares involved	5,45,349		0	#^5,45,349

# 2 shareholders by remote e voting have not voted for 4, 64,539 shares.

^ 5 shareholders voted by remote e-voting holding 80,810 shares have been considered Invalid.

**Ordinary Resolution No. 2** – Confirm payment of Interim Dividend and declare Final Dividend.

### Summary of Voting

<b>(i) Voted in favour of or against the resolution:</b>				
<b>Particulars</b>	<b>Remote e-voting</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>	<b>% of total number of valid votes cast</b>
<b>(a) Voted in Favour</b>				
Number of members voted	536	5	541	-----
Number of votes cast by them	17,25,64,459	66,930	17,26,31,389	100.00
<b>(b) Voted against</b>				
Number of members voted	11	1	12	-----
Number of votes cast by	670	700	1,370	0.00



them				
<b>(c) Total</b>				
Total number of members voted	547	6	553	-----
Total number of votes cast by them	17,25,65,129	67,630	17,26,32,759	100.00
<b>(ii) Not voted/Invalid votes:</b>				
<b>Particulars</b>	<b>Remote voting</b>	<b>e-</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>
Total number of members who have not voted/ partially not voted and whose votes were declared invalid		5	0	^5
Total Number of shares involved	80,810		0	^80,810

^ 5 shareholders voted by remote e-voting holding 80,810 shares have been considered Invalid.

**Ordinary Resolution No. 3** – To appoint a Director in place of Harsh Vardhan Goenka (DIN: 00026726), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### Summary of Voting

<b>(i) Voted in favour of or against the resolution:</b>					
<b>Particulars</b>	<b>Remote voting</b>	<b>e-</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>	<b>% of total number of valid votes cast</b>
<b>(a) Voted in Favour</b>					
Number of members voted	\$499		5	504	-----
Number of votes cast by them	\$16,92,82,978		66,930	16,93,49,908	98.10
<b>(b) Voted against</b>					
Number of members voted	\$47		1	48	-----
Number of votes cast by them	\$32,81,791		700	32,82,491	1.90
<b>(c) Total</b>					

Total number of members voted	546	6	552	-----
Total number of votes cast by them	17,25,64,769	67,630	17,26,32,399	100.00
<b>(ii) Not voted/Invalid votes:</b>				
<b>Particulars</b>	<b>Remote e-voting</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>	
Total number of members who have not voted/partially not voted and whose votes were declared invalid	9	0	#^9	
Total Number of shares involved	81,170	0	#^81,170	

§ 3 shareholders holding 2,31,810 shares have partially voted for and partially against the resolution by remote e -voting.

# 4 shareholders by remote e voting have not voted for 360 shares.

^ 5 shareholders voted by remote e-voting holding 80,810 shares have been considered Invalid.

**Ordinary Resolution No. 4** – To appoint M/s. S R B C & CO LLP, Chartered Accountants as Statutory Auditors of the Company, to hold office from conclusion of this AGM until the conclusion of the 64<sup>th</sup>AGM.

### Summary of Voting

<b>(i) Voted in favour of or against the resolution:</b>				
<b>Particulars</b>	<b>Remote e-voting</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>	<b>% of total number of valid votes cast</b>
<b>(a) Voted in Favour</b>				
Number of members voted	530	5	535	-----
Number of votes cast by them	17,24,48,641	66,930	17,25,15,571	99.93
<b>(b) Voted against</b>				
Number of members voted	14	1	15	-----
Number of votes cast by	1,16,328	700	1,17,028	0.07

them				
<b>(c) Total</b>				
Total number of members voted	544	6	550	-----
Total number of votes cast by them	17,25,64,969	67,630	17,26,32,599	100.00
<b>(ii) Not voted/Invalid votes:</b>				
<b>Particulars</b>	<b>Remote voting</b>	<b>e-</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>
Total number of members who have not voted/ partially not voted and whose votes were declared invalid		8	0	#^8
Total Number of shares involved		80,970	0	#^80,970

# 3 shareholders by remote e voting have not voted for 160 shares.

^ 5 shareholders voted by remote e-voting holding 80,810 shares have been considered Invalid.

**Special Resolution No. 5** – Re-appointment of Ketan Arvind Dalal (DIN: 00003236) as Non-Executive Independent Director of the Company, not liable to retire by rotation.

### Summary of Voting

<b>(i) Voted in favour of or against the resolution:</b>				
<b>Particulars</b>	<b>Remote e-voting</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>	<b>% of total number of valid votes cast</b>
<b>(a) Voted in Favour</b>				
Number of members voted	512	5	517	-----
Number of votes cast by them	17,19,15,253	66,930	17,19,82,183	99.62
<b>(b) Voted against</b>				
Number of members voted	31	1	32	-----
Number of votes cast by them	6,49,581	700	6,50,281	0.38

<b>(c) Total</b>				
Total number of members voted	543	6	549	-----
Total number of votes cast by them	17,25,64,834	67,630	17,26,32,464	100.00
<b>(ii) Not voted/Invalid votes:</b>				
Particulars	Remote voting	e-	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially not voted and whose votes were declared invalid		9	0	#^9
Total Number of shares involved	81,105		0	#^81,105

# 4 shareholders by remote e voting have not voted for 295 shares.

^ 5 shareholders voted by remote e-voting holding 80,810 shares have been considered Invalid.

**Special Resolution No. 6** – Re-appointment of Ben Edward Druskin (DIN: 07935711) as Non-Executive, Independent Director of the Company, not liable to retire by rotation.

#### Summary of Voting

<b>(i) Voted in favour of or against the resolution:</b>					
Particulars	Remote e-voting	e-	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(a) Voted in Favour</b>					
Number of members voted	516		5	521	-----
Number of votes cast by them	17,19,20,199		66,930	17,19,87,129	99.63
<b>(b) Voted against</b>					
Number of members voted	27		1	28	-----
Number of votes cast by them	6,44,766		700	6,45,466	0.37
<b>(c) Total</b>					

Total number of members voted	543	6	549	-----
Total number of votes cast by them	17,25,64,965	67,630	17,26,32,595	100.00
<b>(ii) Not voted/Invalid votes:</b>				
<b>Particulars</b>	<b>Remote voting</b>	<b>e-</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>
Total number of members who have not voted/ partially not voted and whose votes were declared invalid		9	0	#^9
Total Number of shares involved	80,974		0	#^80,974

# 4 shareholders by remote e voting have not voted for 164 shares.

^ 5 shareholders voted by remote e-voting holding 80,810 shares have been considered Invalid.

**Special Resolution No. 7** – Re-appointment of Harsh Charandas Mariwala (DIN: 00210342) as Non-Executive, Independent Director of the Company, not liable to retire by rotation.

#### Summary of Voting

<b>(i) Voted in favour of or against the resolution:</b>					
<b>Particulars</b>	<b>Remote e-voting</b>	<b>e-</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>	<b>% of total number of valid votes cast</b>
<b>(a) Voted in Favour</b>					
Number of members voted	506		5	511	-----
Number of votes cast by them	17,13,87,913		66,930	17,14,54,843	99.32
<b>(b) Voted against</b>					
Number of members voted	37		1	38	-----
Number of votes cast by them	11,77,021		700	11,77,721	0.68
<b>(c) Total</b>					
Total number of members voted	543		6	549	-----

Total number of votes cast by them	17,25,64,934	67,630	17,26,32,564	100.00
<b>(ii) Not voted/Invalid votes:</b>				
<b>Particulars</b>	<b>Remote voting</b>	<b>e-</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>
Total number of members who have not voted/ partially not voted and whose votes were declared invalid		9	0	#^9
Total Number of shares involved		81,005	0	#^81,005

# 4 shareholders by remote e voting have not voted for 195 shares.

^ 5 shareholders voted by remote e-voting holding 80,810 shares have been considered Invalid.

**Special Resolution No. 8** – Approval for payment of Commission to Non-Executive Director(s).

#### Summary of Voting

<b>(i) Voted in favour of or against the resolution:</b>				
<b>Particulars</b>	<b>Remote e-voting</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>	<b>% of total number of valid votes cast</b>
<b>(a) Voted in Favour</b>				
Number of members voted	424	5	429	-----
Number of votes cast by them	16,11,21,016	66,930	16,11,87,946	93.37
<b>(b) Voted against</b>				
Number of members voted	118	1	119	-----
Number of votes cast by them	1,14,42,023	700	1,14,42,723	6.63
<b>(c) Total</b>				
Total number of members voted	542	6	548	-----
Total number of votes cast by them	17,25,63,039	67,630	17,26,30,669	100.00

<b>(ii) Not voted/Invalid votes:</b>					
<b>Particulars</b>	<b>Remote voting</b>	<b>e-</b>	<b>e-voting at AGM through VC/OAVM</b>	<b>held</b>	<b>Total</b>
Total number of members who have not voted/ partially not voted and whose votes were declared invalid		10		0	#^10
Total Number of shares involved		82,900		0	#^82,900

# 5 shareholders by remote e voting have not voted for 2,090 shares.

^ 5 shareholders voted by remote e-voting holding 80,810 shares have been considered Invalid.

6.2 Accordingly, resolution number 1 to 8 have been passed with requisite majority as stated in the notice of AGM of the Company.

#### **7. 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**  
**Company Secretaries**

SRIDHAR  
GOPALKRISHN  
A MUDALIAR

Digitally signed by  
SRIDHAR GOPALKRISHNA  
MUDALIAR  
Date: 2022.07.28 17:15:45  
+05'30'

**Sridhar G. Mudaliar**

Partner

FCS. No. 6156

C. P. No. 2664

Place: Pune

Date: July 28, 2022

**Peer Review Number:** P2013MH075200

**UDIN:** F006156D000697264

For **Zensar Technologies Limited**

Gaurav Tongia  
**Company Secretary**

