



**Date:** January 20, 2023

**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

**Subject.: Minutes of Resolution(s) passed by way of Postal Ballot**

Further to our disclosure dated December 23, 2022, please find enclosed herewith a copy of the Minutes of resolution(s) passed by members of the Company by way of Postal Ballot on December 22, 2022.

This intimation is also being uploaded on the Company's website i.e., [www.zensar.com](http://www.zensar.com).

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

For **Zensar Technologies Limited**

**Gaurav Tongia**  
**Company Secretary**



**Encl.:** As above

An  **RPG** Company

**MINUTES OF PROCEEDINGS RELATED TO THE POSTAL BALLOT, VOTING RESULTS THEREON AND RESOLUTION(S) PASSED BY THE MEMBERS OF ZENSAR TECHNOLOGIES LIMITED, INDIA ON THURSDAY, DECEMBER 22, 2022**

The Board of Directors ("Board") of the Company vide their resolution dated November 15, 2022, approved the proposal to conduct a Postal Ballot (via remote e-Voting only), pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, *inter-alia*, conducting postal ballot through e-Voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 02/2021, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, June 23, 2021, December 8, 2021 and May 5, 2022 respectively, to seek approval of the Members for the following Resolution(s):

- i. Appointment of Pravin Udhyavara Bhadya Rao (DIN: 06782450) as a Non-Executive, Independent Director of the Company, not liable to retire by rotation.
- ii. Appointment of Anant Vardhan Goenka (DIN: 02089850) as Interim Managing Director of the Company.

The Board appointed Mr. Sridhar Mudaliar (FCS 6156) of M/s SVD & Associates, Practicing Company Secretaries, as the Scrutiniser for conducting the Postal Ballot process (through remote e-Voting only) in a fair and transparent manner.

Summary of the Scrutiniser Report is as under:

1. The Postal Ballot Notice dated November 15, 2022 was sent only through electronic mode vide MCA circular dated December 31, 2020, to those Members whose names appeared in the Register of Members/Record of Depositories as on Friday, November 18, 2022 (record date) and whose email addresses were registered with the Company/Depositories on the said date;
2. A public notice was published in newspaper(s) i.e. Financial Express and Loksatta on November 22, 2022, with relevant details of the Postal Ballot;
3. Remote e-Voting commenced on Wednesday, November 23, 2022 (09.00 AM IST) and concluded on Thursday, December 22, 2022 (5.00 PM IST);
4. Post conclusion of the remote e-Voting process on December 22, 2022, based on the analysis of votes/ reports generated from the e-Voting portal, Mr. Sridhar Mudaliar, Scrutinizer, submitted his Report thereon dated December 23, 2022, in the prescribed format, to Mr. Gaurav Tongia, Company Secretary, authorised for the said purpose.
5. The resolutions set out in the Postal Ballot Notice were passed with requisite majority.

The results were declared on Friday, December 23, 2022; simultaneously intimated to stock exchanges and uploaded on websites of the Company and KFin Technologies Limited (e-Voting agency).

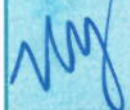
The Resolutions duly approved by the Members along with voting results are as under:

**Item no. 1**

**Special Resolution – Appointment of Pravin Udhyavara Bhadya Rao (DIN: 06782450) as a Non-Executive, Independent Director of the Company, not liable to retire by rotation.**

**"RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule IV to the Act and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable Regulations (including

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any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, Pravin Udhyavara Bhadya Rao (DIN: 06782450), who was appointed as an Additional Director designated as Non-Executive, Independent Director of the Company, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, to hold office for a period of 5 (five) consecutive years commencing from September 26, 2022 to September 25, 2027 (both days inclusive) and who meets the criteria of independence as provided inter-alia, in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom, the Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing his candidature for the office of Directorship, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the aforesaid period.

**FURTHER RESOLVED THAT**, any of the Directors of the Company (including Committee thereof), and/or Chief Financial Officer and/or Global Finance Controller and/or Vice President, Business Finance and/or Head Treasury, Taxation and Commercials and/or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to delegate any or all of its powers vested on it by this resolution(s) to any of its Committee(s) or Individual Director(s) or other Officer(s) or Executive(s) of the Company or such other person(s) like advisor(s), advocate(s), attorney(s), lawyer(s), etc. or any other appropriate agency of persons as may be necessary or 3 desirable, and to settle any question(s), difficulty(ies) or doubt(s) that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the appointment, without being required to seek any further consent, concurrence or approval and/ or consent of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval and/or consent, expressly by the authority of this resolution(s).

**FURTHER RESOLVED THAT** certified true copy of this resolution(s) be provided to all concerned, as and when required, under the signatures of any of the Director(s) or Chief Financial Officer or Company Secretary of the Company."

**Result of above Special Resolution passed through Postal Ballot (remote e-Voting) was as under:**

S. No.	Particulars	E-Voting	
		Number of Shareholders	Number of votes cast
1.	Total votes cast	694	16,22,26,460
2.	No. of votes rejected/not voted/less voted*^	10	1,08,674
3.	No. of valid votes received	689	16,21,17, 786
4.	Votes in favour of resolution^	644	16,21,12,291
5.	Votes against the resolution	45	54,95
6.	Votes in favour of the resolution as a percentage of valid votes exercised		99.99%

^ 3 shareholders holding 1,07,705 shares have been considered Invalid.

# 5 shareholders have not voted for 958 shares

\* 2 shareholders holding 36 shares have partially voted in favour and against and partially not voted.

\$ 3 shareholders holding 25 shares have partially voted for and partially against the resolution.

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**Item no. 2****Ordinary Resolution - Appointment of Anant Vardhan Goenka (DIN: 02089850) as Interim Managing Director of the Company.**

**"RESOLVED THAT**, pursuant to the provisions of Section(s) 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") read with schedule V of the Act (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company, and subject to other applicable regulatory approvals, as may be required, the approval and/or consent of the Members, be and is hereby accorded for appointment of Anant Vardhan Goenka (DIN: 02089850) as Interim Managing Director effective November 2, 2022 for a period up to the next Annual General Meeting of the Company or 31st July, 2023 whichever is earlier, as an interim arrangement till Ajay Singh Bhutoria fully recovers to attend office, on such terms and conditions, as approved by the Board at its meeting held on November 2, 2022 upon recommendation(s) of Nomination and Remuneration Committee and Audit Committee of the Company.

**FURTHER RESOLVED THAT** all the requisite authorities/delegation, earlier granted by the Board, in favour of the Managing Director, would vest with Anant Vardhan Goenka, effective November 2, 2022, until the expiry of his term, as stated above.

**FURTHER RESOLVED THAT** no remuneration would be payable to Anant Vardhan Goenka in his capacity as Interim Managing Director.

**FURTHER RESOLVED THAT** the Board of Directors ("Board") including any Committee thereof, be and is hereby authorised to alter and vary the terms and conditions of appointment inter-alia, in accordance with the provisions of Section 197, read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). **FURTHER RESOLVED THAT** the Board be and is hereby authorised to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion may deem necessary, expedient or desirable, in order to give effect to this resolution(s), including finalising, 4 varying, settling, modifying the terms and conditions of the proposed appointment, to settle, clarify and finalise all issues that may arise in this regard, without requiring the Board to secure any further consent, concurrence or approval and/or consent, of the Members of the Company, to negotiate, finalise, amend, alter, modify, etc. the terms and conditions and/or any other appointment documents (including providing such representations, warranties, indemnity(ies) and covenant(s) as may be required) and to execute, deliver and perform such agreement(s), other contract(s), deed(s), undertaking(s) and other document(s) and subsequent modification thereto; to file application(s) and make representation(s) in respect thereof and seek the requisite approval(s) from the relevant authority(ies) and third party(ies), including governmental authority(ies); to suitably inform and apply to all the concerned authorities, to settle any question, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may, in its absolute discretion, and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution(s).

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to delegate any or all of its powers vested on it by this resolution(s) to any of its Committee(s) or Individual Director(s) or other Officer(s) or Executive(s) of the Company or such other person(s) like advisor(s), advocate(s), attorney(s), lawyer(s), etc. or any other appropriate agency of persons as may be necessary or desirable, and to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the appointment hereunder, without being required to seek any further consent, concurrence or approval and/or consent of the members or otherwise to the end and intent that the Members shall be deemed to have given their approval and/or consent, expressly by the authority of this resolution(s).

**FURTHER RESOLVED THAT**, any of the Directors of the Company, and/or Chief Financial Officer, and/or Global Finance Controller and/or Head Treasury, Taxation and Commercial and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things including but not limited to necessary filing with relevant authority(ies), to give effect to the foregoing resolution(s) including finalisation and execution of agreement(s), if any, and issuing certified true copy of this resolution(s)."

**Result of above Ordinary Resolution passed through Postal Ballot (remote e-Voting) was as under:**

S. No.	Particulars	E-Voting	
		Number of Shareholders	Number of votes cast
1.	Total votes cast	694	16,22,26,460
2.	No. of votes rejected/not voted/less voted*^	12	1,08,729
3.	No. of valid votes received~	691	16,21,17,731
4.	Votes in favour of resolution~	632	15,76,75,012
5.	Votes against the resolution^~	59	44,42,719
6.	Votes in favour of the resolution as a percentage of valid votes exercised		97.25%

^ 3 shareholders holding 1,07,705 shares have been considered Invalid.

# 7 shareholders have not voted for 1,014 shares.

\* 2 shareholders holding 36 shares have partially voted in favour and against and partially not voted.

\$ 7 shareholders holding 6,01,414 shares have partially voted for and partially against the resolution.

Voting results were noted as above and it was recorded and declared that the Resolution(s), as set out in the Notice of Postal Ballot dated November 15, 2022, were duly passed on December 22, 2022 with requisite majority.



H. V. Goenka  
Chairman

Date: January 13, 2023  
Place: Mumbai

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