

Date: June 12, 2020

BSE Limited

Corporate Service Department,
1st 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, 3rd floor,
Plot No. C/1, 'G' block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Fax: (022) 26598237/26598238

Symbol: ZENSARTECH

Series: EQ

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2020 pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed Annual Secretarial Compliance Report for the year ended March 31, 2020.

Request you to take the same on your records.

Thanking you,
Yours sincerely,

For **Zensar Technologies Limited**



Gauhav Tongia
Company Secretary

Encl: As above



Secretarial compliance report of Zensar Technologies Limited for the year ended 31st March, 2020

To,

Zensar Technologies Limited

Zensar Knowledge Park Plot No.4

Kharadi MIDC off Nagar Road,

Pune - 411014

We **SVD & Associates** have examined:

- a) all the documents and records made available to us, either physically or by way of email in view of the prevailing Pandemic situation of COVID -19 and explanation provided by **Zensar Technologies Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2020** ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 effective from 09th November, 2018 (**Not applicable to the Company during the Review Period**);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 effective from 11th September, 2018 (**Not applicable to the Company during the Review Period**);

- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(Not applicable to the Company during the Review Period);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the Review Period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (c) The company has suitably included the conditions as mentioned in clause 6(A) and 6(B) of the SEBI circular No. CIR/CFD/CM D1/114/2019 dated October 18, 2019 in the terms of appointment of Statutory Auditor of the company.
- (d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges(including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	NIL	NIL	NIL	NIL

- (e) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<i>Stock exchange intimation of Proceedings of Annual General Meeting (AGM) held on 8th August 2018 are filed with BSE and NSE for about two hours fifty minutes beyond the prescribed timeline as mentioned in regulation 30 read with Schedule III of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015.</i>	2018-19	The Company has taken necessary corrective actions to file the proceedings of AGM within the prescribed time limits for FY 19-20	The actions taken by the Company are satisfactory and the Company has done the filing for the FY-19-20 within the prescribed time limits.
	<i>Stock exchange intimation of Voting results and Scrutinizer's Report for the AGM held on 8th August 2018 are filed with NSE for about 1 hour beyond the prescribed timeline as per regulation 44 of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015.</i>	2018-19	The Company has taken necessary corrective actions to submit the voting results of the AGM within the prescribed time limits for FY 19-20.	The actions taken by the Company are satisfactory and the Company has done the filing for the FY-19-20 within the prescribed time limits.
	<i>Filing of Report on reconciliation of share capital audit to Stock Exchange for quarter ended 31st March 2018 has been delayed for about two days beyond prescribed due date as mentioned in the regulation 55A of Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.</i>	2018-19	The Company has taken necessary corrective actions to submit the report of reconciliation of share capital within the prescribed time limits for FY 19-20.	The actions taken by the Company are satisfactory and the Company has done the filing for the FY-19-20 within the prescribed time limits.

Place: Pune
Date:14.05.2020

For **SVD & Associates**
Company Secretaries

SURESH
VITHAL
DEULKAR

Digitally signed by SURESH VITHAL DEULKAR
DN: cn=SURESH VITHAL DEULKAR,
c=IN, ou=SHARADAVITHAL, o=Personal,
email=suresh@72621321156@fcs37
s2019022014710174018000400
72621321156
Date: 2020.05.14 09:21:43 +05'30'

S. V. Deulkar
Partner
FCS No. 1321
C P No. 965
UDIN: F001321B000235874