

Date: May 28, 2019

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 FY 2018-19

Pursuant to SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed Annual Secretarial Compliance Report for FY 2018-19.

Request you to take the same on your records.

Thanking you,
Yours sincerely,

For **Zensar Technologies Limited**



Gaurav Tongia
Company Secretary



Encl: As above

Secretarial compliance report of Zensar Technologies Limited for the year ended 31st March, 2019

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 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, 2019** ("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) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as applicable till 8th November, 2018) and 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, 1998 as applicable till 10th September, 2018 and 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 Participant Regulation 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 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.	<i>Proceedings of Annual General Meeting (AGM) are required to be intimated to stock exchange as soon as reasonably possible but not later than 24 hours of the conclusion of AGM as per Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations, 2015.</i>	<i>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.</i>	<i>Stock exchange Intimation(s)/Filing(s) as detailed were filed beyond the prescribed timeline under respective Regulation(s).</i>
2.	<i>Listed entity shall submit to the stock Exchange, within 48 hours of conclusion of its General Meeting, details regarding the voting results in the format specified by SEBI as per Regulation 44 of Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations, 2015</i>	<i>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.</i>	<i>Stock exchange Intimation(s)/Filing(s) as detailed were filed beyond the prescribed timeline under respective Regulation(s).</i>



3.	<i>As per requirements of the Regulation 55A of Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, Report on reconciliation of share capital audit has to be filed within 30 days from the end of the quarter.</i>	<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.</i>	<i>Stock exchange Intimation(s)/Filing(s) as detailed were filed beyond the prescribed timeline/date under respective Regulation(s).</i>
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(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 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

(d) 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.	NA	NA	NA	NA

Place: Pune
Date: 30th April, 2019

For **SVD & Associates**
Company Secretaries



S. V. Deulkar
Partner
FCS No. 1321
C P No. 965

