



**Date:** September 30, 2021

**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 58<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

This is in furtherance of our letter dated September 29, 2021, regarding proceedings of 58<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 also 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

### General information about company

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)	28-09-2021
Start time of the meeting	03:00 PM
End time of the meeting	03:45 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	29-04-2021
Date of Issuance of Report to the company	29-09-2021



<b>Voting results</b>	
Record date	21-09-2021
Total number of shareholders on record date	83930
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	37
No. of resolution passed in the meeting	4
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. To consider, approve and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the reports of the Board of Directors and the Auditors thereon and b. To consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together 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	110978832	110978832	100	110978832	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		110978832	110978832	100	110978832	0	100
Public-Institutions	E-Voting	83422848	62426791	74.8318	62426791	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		83422848	62426791	74.8318	62426791	0	100
Public-Non Institutions	E-Voting	31383535	3775654	12.0307	3774511	1143	99.9697	0.0303
	Poll							
	Postal Ballot (if applicable)							
	Total		31383535	3775654	12.0307	3774511	1143	99.9697
Total		225785215	177181277	78.4734	177180134	1143	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	618132
Public - Non Insitutions	



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	110978832	110978832	100	110978832	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		110978832	110978832	100	110978832	0	100
Public-Institutions	E-Voting	83422848	62889016	75.3858	62889016	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		83422848	62889016	75.3858	62889016	0	100
Public- Non Institutions	E-Voting	31383535	3775571	12.0304	3774417	1154	99.9694	0.0306
	Poll							
	Postal Ballot (if applicable)							
	Total		31383535	3775571	12.0304	3774417	1154	99.9694
Total		225785215	177643419	78.6781	177642265	1154	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	618132
Public - Non Insitutions	





Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re - appointment of Anant Vardhan Goenka (DIN 02089850) 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	110978832	110978832	100	110978832	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		110978832	110978832	100	110978832	0	100
Public-Institutions	E-Voting	83422848	62889016	75.3858	60000559	2888457	95.4071	4.5929
	Poll							
	Postal Ballot (if applicable)							
	Total		83422848	62889016	75.3858	60000559	2888457	95.4071
Public- Non Institutions	E-Voting	31383535	3775451	12.03	3772234	3217	99.9148	0.0852
	Poll							
	Postal Ballot (if applicable)							
	Total		31383535	3775451	12.03	3772234	3217	99.9148
Total		225785215	177643299	78.678	174751625	2891674	98.3722	1.6278
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	618132
Public - Non Insitutions	



Resolution(4)								
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	110978832	110978832	100	110978832	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		110978832	110978832	100	110978832	0	100
Public-Institutions	E-Voting	83422848	76286075	91.4451	63972398	12313677	83.8586	16.1414
	Poll							
	Postal Ballot (if applicable)							
	Total		83422848	76286075	91.4451	63972398	12313677	83.8586
Public- Non Institutions	E-Voting	31383535	3775491	12.0302	3770854	4637	99.8772	0.1228
	Poll							
	Postal Ballot (if applicable)							
	Total		31383535	3775491	12.0302	3770854	4637	99.8772
Total		225785215	191040398	84.6116	178722084	12318314	93.552	6.448
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	618132
Public - Non Insitutions	



**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	58 <sup>th</sup> Annual General Meeting (AGM)
Day, Date & Time	Tuesday, September 28, 2021 at 3.00p.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 April 29, 2021 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 and General Circular No. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 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 shareholders 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 Equity shareholders of the Company:

**1. Responsibility and E-voting Agency:**

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 shareholders 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 NSDL.

## **2. Notice of AGM and advertisement:**

In accordance with the notice of the AGM sent to the shareholders by way of email on September 06, 2021 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 (Amendment Rules, 2015) and the Circulars mentioned above, on September 07, 2021, the remote e-voting period remained open from Saturday, September 25, 2021 (9.00 a.m.) (IST) to Monday, September 27, 2021 (5.00 p.m.) (IST)

## **3. Cut-off Date:**

The shareholders holding shares as on the "cut off" date i.e., Tuesday, September 21, 2021, were entitled to vote on the proposed resolutions (item nos. 1 to 4 as set out in the Notice of the AGM of the Company).

## **4. Remote e-voting process:**

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. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of NSDL.

## **5. Voting at the AGM:**

After declaration of commencement of e-voting during the conduct of the AGM, the shareholders 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 equity shareholders, 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 shareholders who have not voted or whose voting was found defective has been treated as invalid and shown 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:

- a) **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, 2021 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, 2021 together with the reports of the Auditors thereon.

**(i) Voted in favour of or against the resolution:**

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	374	3	377	-
Number of votes cast by them	17,71,78,884	1,250	17,71,80,134	100.00
<b>(ii) Voted against</b>				
Number of members voted	5	0	5	-
Number of votes cast by them	1,143	0	1,143	0.00
<b>(iii) Total</b>				
Total number of members voted	379	3	382	-
Total number of votes cast by them	17,71,80,027	1,250	17,71,81,277	100.00

**(ii) Not voted/Invalid votes:**

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	11	0	#*11
Total Number of shares involved	1,44,77,426	0	#*1,44,77,426

# 3 shareholders have not voted for 1,38,59,294 shares.

\*Votes cast by 8 shareholders by remote e-voting for 6,18,132 shares are considered Invalid.

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

**(i) Voted in favour of or against the resolution:**

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	373	3	376	-
Number of votes cast by them	17,76,41,015	1,250	17,76,42,265	100.00
<b>(ii) Voted against</b>				
Number of members voted	6	0	6	-

Number of votes cast by them	1,154	0	1,154	0.00
<b>(iii) Total</b>				
Total number of members voted	379	3	382	-
Total number of votes cast by them	17,76,42,169	1,250	17,76,43,419	100.00

**(ii) Not voted/Invalid votes:**

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	11	0	#*11
Total Number of shares involved	1,40,15,284	0	#*1,40,15,284

# 3 shareholders have not voted for 1,33,97,152 shares.

\*Votes cast by 8 shareholders by remote e-voting for 6,18,132 shares are considered Invalid.

- c) **Ordinary Resolution No. 3** – Re - appointment of Anant Vardhan Goenka (DIN: 02089850) who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**(i) Voted in favour of or against the resolution:**

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	351	2	353	-
Number of votes cast by them	17,47,51,075	550	17,47,51,625	98.37
<b>(ii) Voted against</b>				
Number of members voted	26	1	27	-
Number of votes cast by them	28,90,974	700	28,91,674	1.63
<b>(iii) Total</b>				
Total number of members voted	377	3	380	-
Total number of votes cast by them	17,76,42,049	1,250	17,76,43,299	100.00

**(ii) Not voted/Invalid votes:**

Particulars	Remote e-voting	e-voting at AGM held through	Total
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		VC/OAVM	
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	13	0	#*13
Total Number of shares involved	1,40,15,404	0	#*1,40,15,404

# 5 shareholders have not voted for 1,33,97,272 shares.

\*Votes cast by 8 shareholders by remote e-voting for 6,18,132 shares are considered Invalid.

d) **Special Resolution No. 4** – Approval for payment of Commission to Non-Executive director(s).

**(i) Voted in favour of or against the resolution:**

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	287	2	289	-
Number of votes cast by them	17,87,21,534	550	17,87,22,084	93.55
<b>(ii) Voted against</b>				
Number of members voted	91	1	92	-
Number of votes cast by them	1,23,17,614	700	1,23,18,314	6.45
<b>(iii) Total</b>				
Total number of members voted	378	3	381	-
Total number of votes cast by them	19,10,39,148	1,250	19,10,40,398	100.00

**(ii) Not voted/Invalid votes:**

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	12	0	#*12
Total Number of shares involved	6,18,305	0	#*6,18,305

# 4 shareholders have not voted for 173 shares.

\*Votes cast by 8 shareholders by remote evoting for 6,18,132 shares are considered Invalid.

6.2 Accordingly, resolution number 1 to 4 have been passed with requisite majority as stated in the Notice of the 58<sup>th</sup> Annual General Meeting 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  
GOPALKRISHNA  
MUDALIAR

Digitally signed by SRIDHAR GOPALKRISHNA MUDALIAR  
DN: c=IN, o=Maharashtra,  
2.5.4.20a43a98b376692b220341e4e27795a7b9c6c8b897527  
6e9c08a52706881ec2f96d, postalCode=411016,  
street=22A MANJUMAN NAGARI 58 ROAD MODEL COLONY,  
serialNumber=8120912aa3c068a634e21572d99069aaf2  
5ee0ca7f3d02b0008a22a43d0, o=Personal,  
ou=SRIDHAR GOPALKRISHNA MUDALIAR  
Date: 2021.09.29 17:41:10 +05'30'

**Sridhar Mudaliar**

Partner

FCS. No.:6156

C. P. No.:2664

Place: Pune

Date: September 29, 2021

UDIN: F006156C001030630