



Date: December 23, 2022

BSE Limited

Corporate Service Department,
01st 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, 03rd floor,
Plot No. C/1, 'G' block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Fax: (022) 26598237/26598238

Symbol: ZENSARTECH

Series: EQ

Subject: Voting Results of Postal Ballot and Scrutinizer's Report thereon

Further to our intimation(s) dated October 20, 2022 and November 22, 2022 and *inter-alia*, pursuant to Regulation(s) 30, 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 and 110 of the Companies Act, 2013 together with the Companies (Management and Administration) Rules, 2014 and all other applicable provisions, the details of voting results (remote e-voting only) of the Postal Ballot, in the prescribed format, are enclosed herewith along with Scrutinizer's Report issued in this behalf.

Please note that the aforesaid resolutions have been passed with requisite majority.

The above document(s) are also being uploaded on the Company's website i.e., www.zensar.com and on the website of e-Voting agency, KFin Technologies Limited i.e. www.evoting.kfintech.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Zensar Technologies Limited**



Gaurav Tongia
Company Secretary

Encl.: As above

An  **RPG** 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	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-12-2022
Start time of the meeting	
End time of the meeting	



Scrutinizer Details	
Name of the Scrutinizer	Sridhar Mudaliar
Firms Name	SVD & Associates
Qualification	CS
Membership Number	6156
Date of Board Meeting in which appointed	20-10-2022
Date of Issuance of Report to the company	23-12-2022



Voting results	
Record date	18-11-2022
Total number of shareholders on record date	229102
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Pravin Udhyavara Bhadya Rao (DIN 06782450) as a 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	0
Public-Institutions	E-Voting	49095497	42995042	87.5743	42995042	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	49095497	42995042	87.5743	42995042	0	100	0
Public- Non Institutions	E-Voting	66010031	7859128	11.906	7853633	5495	99.9301	0.0699
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	66010031	7859128	11.906	7853633	5495	99.9301	0.0699
Total		226369144	162117786	71.6166	162112291	5495	99.9966	0.0034
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	107705
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				Appointment of Anant Vardhan Goenka (DIN 02089850) as Interim Managing Director of the Company				
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	49095497	42995042	87.5743	38558102	4436940	89.6803	10.3197
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		49095497	42995042	87.5743	38558102	4436940	89.6803
Public- Non Institutions	E-Voting	66010031	7859073	11.9059	7853294	5779	99.9265	0.0735
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		66010031	7859073	11.9059	7853294	5779	99.9265
Total		226369144	162117731	71.6165	157675012	4442719	97.2596	2.7404
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	107705
Public - Non Insitutions	-



To,
The Chairman,
Zensar Technologies Limited,
Pune.

Sub.: Report on the voting process of the postal ballot through electronic mode [herein after referred to as the 'postal ballot(s)'] pursuant to notice of postal ballot dated November 15, 2022.

Dear Sir,

I, CS Sridhar Mudaliar, Partner of SVD & Associates, thank you for appointing us as Scrutinizers for conducting the voting process of the postal ballot on the resolutions as mentioned in the captioned postal ballot notice of Zensar Technologies Limited ('the Company').

The Company, for the postal ballot event, had provided e-voting facility to all its Members, to enable them to cast their votes electronically by engaging the services of KFin Technologies Limited ('e-voting agency'). The electronic votes received from the website of the e-voting agency up to Thursday, December 22, 2022, 5.00 P.M. were scrutinized and a report on the votes so received is annexed herewith as '**Annexure - I**'.

We hereby declare that Special Resolution at Item No. 1 and Ordinary Resolution at Item No. 2 as per the aforesaid notice of the Postal Ballot of the Company, have been passed with requisite majority.

**For SVD & Associates
Company Secretaries**




Sridhar Mudaliar

Partner

FCS No: 6156

CP No: 2664

Date: December 23, 2022

Place: Pune

Peer Review No: P2013MH075200

UDIN: F006156D002788683

Encl: Postal Ballot Report – Annexure-I

Annexure - I

Postal Ballot Report pursuant to notice of postal ballot dated November 15, 2022 of Zensar Technologies Limited

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 03/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs]

We hereby submit as follows-

1. The compliance with the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting in view of COVID-19 pandemic vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 03/2022 dated May 5, 2022 (hereinafter referred to as the 'MCA Circulars'), relating to postal ballot voting by electronic means by the shareholders of Zensar Technologies Limited (hereinafter referred to as 'the Company') on the resolution proposed in the captioned notice of the postal ballot is the responsibility of the management. Our responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolution.
2. On November 22, 2022 the Company had completed the dispatch of Postal Ballot Notice to its Members whose name(s) appeared in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the cut-off date i.e. November 18, 2022 and whose e-mail addresses were available with the Company or with the Depositories/ Depository Participant or the Registrar and Share Transfer Agent of the Company ("RTA"). Pursuant to the MCA Circulars, the Company had sent the notices only through e-mails. The Company had not sent the Postal Ballot Notice to those members whose e-mail address were not available with the Company or Depositories/ Depository Participant or RTA. However, the Company had, vide a newspaper advertisement published, also given an additional option to Members to vote on the resolution covered in the captioned notice, including the process to the Members to register their e-mail address with the Company or with RTA.



3. In accordance with the captioned notice of the postal ballot which was sent to the shareholders by email on Tuesday, November 22, 2022 and the Advertisement published on Wednesday, November 23, 2022 pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on Wednesday, November 23, 2022 (9.00 A.M.) and ended on Thursday, December 22, 2022 (5.00 P.M.) for ballot through electronic mode being the electronic voting (e-voting) facility that was provided by KFin Technologies Limited (KFin).
4. The votes were unblocked at around at 5.06 P.M. on Thursday, December 22, 2022 in the presence of 2 (Two) witnesses, neither of whom are in the employment of the Company and the e-voting summary statement was downloaded from e-voting website of KFin. (<https://evoting.kfintech.com>).
5. Report on the results of the voting is based on the data downloaded from the e-voting website of KFin in respect of the resolutions contained in the captioned notice of the postal ballot. The report on the voting process is as under:

Special Resolution at item No. 1 – Appointment of Pravin Udhyavara Bhadya Rao (DIN: 06782450) as a Non-Executive, Independent Director of the Company, not liable to retire by rotation.

Particulars		E-Voting	
		Number of Shareholders	Number of votes cast
I.	Total votes cast	694	16,22,26,460
II.	Number of votes rejected /not voted/less voted	*#^10	*#^1,08,674
III.	Total No. of valid votes cast	689	16,21,17,786
	Number of valid votes in favour	*\$644	*\$16,21,12,291
	Number of valid votes against	*\$45	*\$5,495
	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.



Ordinary Resolution at item No. 2 – Appointment of Anant Vardhan Goenka (DIN: 02089850) as Interim Managing Director of the Company.

Particulars		E-Voting	
		Number of Shareholders	Number of votes cast
I.	Total votes cast	694	16,22,26,460
II.	Number of votes rejected /not voted/less voted	*#^12	*#^1,08,729
III.	Total No. of valid votes cast	691	16,21,17,731
	Number of valid votes in favour	*\$632	*\$15,76,75,012
	Number of valid votes against	*\$59	*\$44,42,719
	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.

6. Register of Postal Ballot and all other relevant records of voting process given/ provided/ maintained in electronic mode, will remain in our custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/ person authorized by him for safe keeping.

**For SVD & Associates
Company Secretaries**




Sridhar Mudaliar

Partner

FCS No: 6156

CP No: 2664

Date: December 23, 2022

Place: Pune

Peer Review No: P2013MH075200

UDIN: F006156D002788683