



Date: August 12, 2024

BSE Limited

Corporate Service Department,
01st Floor, P. J. Towers,
Dalal Street,
Mumbai 400 001

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

Scrip ID: ZENSARTECH

Scrip Code: 504067

Symbol: ZENSARTECH

Series: EQ

Sub: Voting results and Scrutinizer's Report for the 61st Annual General Meeting of the Company

Dear Sir/Madam,

This is in furtherance of our letter dated August 9, 2024, regarding proceedings of the 61st 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 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

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 and on the website of National Securities Depository Limited i.e. www.nsdl.co.in.

This is for your information and records

Thanking you,

Yours sincerely,

For Zensar Technologies Limited



Anand Daga
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	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-08-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:26 AM



Scrutinizer Details

Name of the Scrutinizer	Sheetal S Joshi
Firms Name	SVD and Associates
Qualification	CS
Membership Number	10480
Date of Board Meeting in which appointed	25-04-2024
Date of Issuance of Report to the company	12-08-2024



Voting results	
Record date	02-08-2024
Total number of shareholders on record date	214241
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	15
b) Public	49
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) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, 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, 2024, 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	111443270	111443270	100	111443270	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	111443270	111443270	100	111443270	0	100	0
Public-Institutions	E-Voting	78070582	69818320	89.4297	69818320	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	78070582	69818320	89.4297	69818320	0	100	0
Public- Non Institutions	E-Voting	37157688	2371453	6.3821	2371228	225	99.9905	0.0095
	Poll		236	0.0006	236	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	37157688	2371689	6.3828	2371464	225	99.9905	0.0095
Total		226671540	183633279	81.0129	183633054	225	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block

Textual Information(1)

9 shareholders voted by remote e-voting holding 9,58,593 shares have been treated as invalid.
3 shareholders by remote e-voting have not voted for 15,82,790 shares.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	9,58,593
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	111443270	111443270	100	111443270	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	111443270	111443270	100	111443270	0	100	0
Public-Institutions	E-Voting	78070582	71401110	91.4571	71401110	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	78070582	71401110	91.4571	71401110	0	100	0
Public- Non Institutions	E-Voting	37157688	2371403	6.382	2371183	220	99.9907	0.0093
	Poll		236	0.0006	236	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	37157688	2371639	6.3826	2371419	220	99.9907	0.0093
	Total	226671540	185216019	81.7112	185215799	220	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block

Textual Information(1)

9 shareholders voted by remote e-voting holding 9,58,593 shares have been treated as invalid.
1 shareholder by remote e-voting has not voted for 50 shares.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	9,58,593
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re - appointment of Harsh Vardhan Goenka (DIN: 00026726)				
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	111443270	111443270	100	111443270	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	111443270	111443270	100	111443270	0	100	0
Public- Institutions	E-Voting	78070582	70925786	90.8483	68604247	2321539	96.7268	3.2732
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	78070582	70925786	90.8483	68604247	2321539	96.7268	3.2732
Public- Non Institutions	E-Voting	37157688	2371403	6.382	2370088	1315	99.9445	0.0555
	Poll		236	0.0006	236	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	37157688	2371639	6.3826	2370324	1315	99.9446	0.0554
	Total	226671540	184740695	81.5015	182417841	2322854	98.7426	1.2574
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block

Textual Information(1)

9 shareholders voted by remote e-voting holding 9,58,593 shares have been treated as invalid.
6 Shareholders by remote e-voting have partially voted in favour for 10,21,428 shares and partially voted against for 4,24,852 shares.
2 shareholders by remote e-voting have not voted for 4,75,374 shares.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	9,58,593
Public - Non Insitutions	



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Radha Rajappa (DIN:08530439) as 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	111443270	111443270	100	111443270	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	111443270	111443270	100	111443270	0	100	0
Public-Institutions	E-Voting	78070582	71401110	91.4571	69809501	1591609	97.7709	2.2291
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	78070582	71401110	91.4571	69809501	1591609	97.7709	2.2291
Public- Non Institutions	E-Voting	37157688	2371388	6.382	2370038	1350	99.9431	0.0569
	Poll		236	0.0006	236	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	37157688	2371624	6.3826	2370274	1350	99.9431	0.0569
	Total	226671540	185216004	81.7112	183623045	1592959	99.1399	0.8601
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block

Textual Information(1)

9 shareholders voted by remote e-voting holding 9,58,593 shares have been treated as invalid.
2 shareholders by remote e-voting have not voted for 65 shares.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	9,58,593
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
CIN	L72200PN1963PLC012621
Meeting	61 st Annual General Meeting of the members of the Company (AGM)
Day, Date & Time	Friday, 09th day of August, 2024, at 11:00 A.M (IST)
Mode	Video Conferencing "VC"/Other Audio –Visual Means "OAVM"

Dear Sir,

I, Sheetal S Joshi, 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 25, 2024 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, along with subsequent circulars issued in this regard, the latest being Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') read with Circulars issued by Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 having reference No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (collectively referred to as "MCA and SEBI Circulars" respectively) have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue.

The MCA and SEBI 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 members and the manner of voting at the meeting. 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 Company:

1. Responsibility of the Management and the Scrutinizer:

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder read along with the MCA and SEBI 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 members 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 National Securities Depository Limited ("NSDL"). The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

2. Notice of AGM, advertisement and remote e-voting period:

In accordance with the notice of the AGM sent to the members by way of email on Monday, July 15, 2024 and uploaded on the website of the Company at <https://www.zensar.com/about/investors/investors-relation?result=Stock-Exchange-Intimations#Shareholder-Information> and the newspaper advertisement published on Tuesday, July 16, 2024 pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the Circulars mentioned above, the remote e-voting period remained open from Tuesday, August 6, 2024 at 9:00 A.M. (IST) to Thursday, August 8, 2024 at 5:00 P.M. (IST).

3. Cut-off Date:

The members holding shares as on the "cut off" date i.e. Friday, August 2, 2024, 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. Process of remote e-voting:

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 in the presence of two witnesses who are not in the employment of the Company. Thereafter the details containing, inter alia list of equity members, who voted "for" and "against", were downloaded from e-voting website of NSDL.

5. Process of Voting at the AGM:

After declaration of commencement of e-voting during the conduct of the AGM, the members 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). Thereafter, the details containing, inter alia, list of members, who voted "for" and "against", were downloaded from the e-voting website of NSDL (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 e-voting that was found defective for want of authorization have been treated as invalid and kept separately.

6. Counting Process and results:

The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

1) Ordinary Resolution No. 1 To consider and adopt:
a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon.
b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the report of the Auditors thereon.

Summary of Voting:

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

Particulars	Remote e-voting	e-Voting at 61 st AGM through VC/OAVM	Total	% of total number of valid votes cast
(a) Voted in Favour				
Number of members voted	622	2	624	
Number of votes cast by them	18,36,32,818	236	18,36,33,054	99.9999
(b) Voted against				
Number of members voted	3	0	3	
Number of votes cast by them	225	0	225	0.0001
(c) Total=(a)+ (b)				
Total number of members voted	625	2	627	
Total number of votes cast by them	18,36,33,043	236	18,36,33,279	100.00

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-Voting at 61 st AGM through VC/OAVM	Total
(a) Invalid votes			
Total number of members	#9	0	#9
Total invalid shares	#9,58,593	0	#9,58,593
(b) Not voted/Abstain			
Total number of members	^3	0	^3
Total not voted/Abstain shares	^15,82,790	0	^15,82,790

9 shareholders voted by remote e-voting holding 9,58,593 shares have been treated as invalid.

^ 3 shareholders by remote e-voting have not voted for 15,82,790 shares.



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

Summary of Voting:

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

Particulars	Remote e-voting	e-Voting at 61 st AGM through VC/OAVM	Total	% of total number of valid votes cast
(a) Voted in Favour				
Number of members voted	625	2	627	
Number of votes cast by them	18,52,15,563	236	18,52,15,799	99.9999
(b) Voted against				
Number of members voted	2	0	2	
Number of votes cast by them	220	0	220	0.0001
(c) Total=(a)+ (b)				
Total number of members voted	627	2	629	
Total number of votes cast by them	18,52,15,783	236	18,52,16,019	100.00

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-Voting at 61 st AGM through VC/OAVM	Total
(a) Invalid votes			
Total number of members	#9	0	#9
Total invalid shares	#9,58,593	0	#9,58,593
(b) Not voted/Abstain			
Total number of members	^1	0	^1
Total not voted/Abstain shares	^50	0	^50

9 shareholders voted by remote e-voting holding 9,58,593 shares have been treated as invalid.

^ 1 shareholder by remote e-voting has not voted for 50 shares.



3) Ordinary Resolution No. 3 – Re - appointment of Harsh Vardhan Goenka (DIN: 00026726) who retires by rotation.

Summary of Voting:

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

Particulars	Remote e-voting	e-Voting at 61 st AGM through VC/OAVM	Total	% of total number of valid votes cast
(a) Voted in Favour				
Number of members voted	§581	2	§583	
Number of votes cast by them	§18,24,17,605	236	§18,24,17,841	98.7426
(b) Voted against				
Number of members voted	§51	0	§51	
Number of votes cast by them	§23,22,854	0	§23,22,854	1.2574
(c) Total=(a)+ (b)				
Total number of members voted	632	2	634	
Total number of votes cast by them	18,47,40,459	236	18,47,40,695	100.00

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-Voting at 61 st AGM through VC/OAVM	Total
(a) Invalid votes			
Total number of members	#9	0	#9
Total invalid shares	#9,58,593	0	#9,58,593
(b) Not voted/Abstain			
Total number of members	^2	0	^2
Total not voted/Abstain shares	^4,75,374	0	^4,75,374

9 shareholders voted by remote e-voting holding 9,58,593 shares have been treated as invalid.

§ 6 Shareholders by remote e-voting have partially voted **in favour** for 10,21,428 shares and partially voted **against** for 4,24,852 shares.

^ 2 shareholders by remote e-voting have not voted for 4,75,374 shares.



4) Special Resolution No. 4 – Re-appointment of Radha Rajappa (DIN: 08530439) as Non-Executive, Independent Director of the Company, not liable to retire by rotation.

Summary of Voting:

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

Particulars	Remote e-voting	e-Voting at 61 st AGM through VC/OAVM	Total	% of total number of valid votes cast
(a) Voted in Favour				
Number of members voted	586	2	588	
Number of votes cast by them	18,36,22,809	236	18,36,23,045	99.1399
(b) Voted against				
Number of members voted	40	0	40	
Number of votes cast by them	15,92,959	0	15,92,959	0.8601
(c) Total=(a)+ (b)				
Total number of members voted	626	2	628	
Total number of votes cast by them	18,52,15,768	236	18,52,16,004	100.00

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-Voting at 61 st AGM through VC/OAVM	Total
(a) Invalid votes			
Total number of members	#9	0	#9
Total invalid shares	#9,58,593	0	#9,58,593
(b) Not voted/Abstain			
Total number of members	^2	0	^2
Total not voted/Abstain shares	^65	0	^65

9 shareholders voted by remote e-voting holding 9,58,593 shares have been treated as invalid.

^ 2 shareholders by remote e-voting have not voted for 65 shares.



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



Sheetal S Joshi
Partner
FCS. No. 10480
C. P. No. 11635



Yours sincerely,
For Zensar Technologies Limited

Anand Daga
Company Secretary



Peer Review Number: 669/2020
UDIN: F010480F000952960

Place: Pune
Date: August 12, 2024