

17th June, 2016

Bombay Stock Exchange Limited Corporate Service Department 1 st Floor, P. J. Towers Dalal Street Mumbai 400 001 Fax: (022) 2272 2039/2272 3121	The National Stock Exchange of India Ltd Exchange Plaza, 3 rd floor Plot No. C/1, 'G' block Bandra Kurla Complex, Bandra(East) Mumbai 400 051 Fax: (022) 26598237/26598238
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Dear Sirs,

Sub: Result of Postal Ballot (including E-Voting)


We refer to our letter dated 16th May, 2016 whereby the Company informed and submitted to the Stock Exchange(s) the Notice of Postal Ballot dated 14th March, 2016.

In pursuance of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results of the Postal Ballot is attached herewith alongwith the Report of Scrutinizer.

You are requested to kindly take the same on your record.

Thanking you,

For **ZENSAR TECHNOLOGIES LIMITED**


NILESH LIMAYE
COMPANY SECRETARY



ZENSAR TECHNOLOGIES LIMITED (CIN : L72200PN1963PLC012621)

Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
(Postal and e-Voting)

Resolution 1		POSTAL BALLOT		25389		SPECIAL		NO	
Date of the AGM/EGM									
Total number of shareholders on record date									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	E-Voting		21352891	100.00	21352891	0	100.00	0.00	
	Poll			0.00	0	0	0.00	0.00	
	Postal Ballot	21352891	0	0.00	0	0	0.00	0.00	
	Tab		0	0.00	0	0	0.00	0.00	
	Total	21352891	21352891	100.00	21352891	0	100.00	0.00	
Public - Institutional holders	E-Voting		5812761	84.37	4762708	1050053	81.94	18.06	
	Poll	6889872	0	0.00	0	0	0.00	0.00	
	Postal Ballot		0	0.00	0	0	0.00	0.00	
	Tab		0	0.00	0	0	0.00	0.00	
	Total	6889872	5812761	84.37	4762708	1050053	81.94	18.06	
Public-Others	E-Voting		10313590	62.93	10310352	3238	99.97	0.03	
	Poll	16389015	0	0.00	0	0	0.00	0.00	
	Postal Ballot		63196	0.39	59394	3802	93.98	6.02	
	Tab		0	0.00	0	0	0.00	0.00	
	Total	16389015	10376786	63.32	10369746	7040	99.93	0.07	
Total		44631778	37542438	84.12	36485345	1057093	97.18	2.82	

The aforesaid resolution has been passed with requisite majority






SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune - 411005
Ph. : 020 69000666, E-mail: deulkarcs@gmail.com



Date: June 17, 2016

To.

The Chairman,

Zensar Technologies Limited,

Zensar Knowledge Park,

Kharadi, Plot No. 4, MIDC,

Off Nagar Road,

Pune - 411014

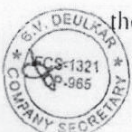
Sub. : Report on the Voting Process of the Postal Ballot

Dear Sir,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Zensar Technologies Limited ("the Company") for scrutinizing the voting process of the Postal Ballots [received upto June 15, 2016 (5.00 PM)] and voting through electronic mode [during May 17, 2016 (9.00 AM) to June 15, 2016 (5.00 PM)] on the proposed resolution as mentioned in the Postal Ballot Notice dated March 14, 2016. The cut-off date for e-voting as well as postal ballot was taken as April 29, 2016.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means (by remote e-voting) and voting by postal ballot by the shareholders on the resolution proposed in the Notice of the Postal ballot dated March 14, 2016 is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process of postal ballot through electronic means and by physical ballot is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report of physical ballots received.

I have scrutinized the voting done by the members through postal ballots and e-voting. The report of the same is annexed herewith.



I hereby declare that the Special Resolutions as per the aforesaid Notice of the Postal Ballot of the Company have been passed by requisite majority.

For SVD & Associates



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

Incl:
Postal Ballot and E-voting Report - Annexure I

S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Report on the Voting Process of the Postal Ballots and voting through electronic mode of Zensar Technologies Limited on the Special Resolutions as under:

- a) Resolution no. I - Revision in terms and conditions of appointment and remuneration payable to Mr. Sandeep Kishore, Managing Director and CEO (DIN 07393680)

Sr. No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	-	-	25389
II.	Total Shareholders to whom Postal Ballots sent	14761	-	14761
	Total shareholders to whom email sent	-	10628	10628
III.	Total shareholders who exercised their votes	275	186	461
IV.	Number of Postal Ballots rejected and/ or not voted	13*	0	13
	Number of shareholders	13*	0	13
	Number of shares	1759	0	1759
V.	Total no. of valid folios voted	263#	186	449
	Number of shareholders in favour	239	107	346
	Number of shareholders against	24	79	103
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	90.87%	57.53%	77.06%
VI.	Total votes (in terms of number of voting rights/shares) exercised	64955	37479242	37544197
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	1759	0	1759
	Total valid votes	63196	37479242	37542438
VII.	Number of votes in favour of the resolution	59394	36425951	36485345
	Number of votes against the resolution	3802	1053291	1057093
VIII.	Votes in favour of the resolution as a percentage of votes cast	93.98%	97.19%	97.18%

Notes:

- ** Includes ten cases where the shareholders have not voted for the resolution and two cases which stands rejected and one case where the shareholder have partly voted and partly not voted for the resolution.
- # Includes one case where the shareholder have partly voted and partly not voted for the resolution.

Place: Pune
Date: June 17, 2016

S. V. Deulkar
C.P. No. 965

