

July 22, 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
--	---

Dear Sirs,

Sub: Voting Results for 53rd Annual General Meeting (Evoting and Poll)

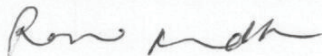
This is in furtherance to our letter dated 20th July, 2016 regarding proceedings submitted to the Exchanges of 53rd Annual General Meeting of the Company held at the Registered Office.

In pursuance of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results (evoting and poll) of the 53rd Annual General Meeting is attached herewith along with the Report of Scrutinizer.

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

Thanking you,

For ZENSAR TECHNOLOGIES LIMITED



RAJIV MUNDHRA
AUTHORISED SIGNATORY



VOTING RESULTS FOR 53RD ANNUAL GENERAL MEETING

Name of the Company: ZENSAR TECHNOLOGIES LIMITED

Date of Declaration of Result: 22nd JULY, 2016

Date of AGM /EGM	20 th July, 2016
Total Number of Shareholders on Record Date	24,774
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	06
- Public	62
No. of Shareholders attended the meeting through Video Conferencing:	
- Promoters and Promoter Group:	Nil
- Public	Nil



Py

ZENSAR TECHNOLOGIES LTD (CIN : L72200PN1963PLC012621)

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

Resolution 1 : Adoption of Financial Statements for the year ended 31st March, 2016

Date of the AGM/EGM		20th July, 2016						
Total number of shareholders on record date		24774						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the		No						
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		21379309	99.78	21379309	0	100.00	0.00
	Poll	21425789	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Tab							
	Total	21425789	21379309	99.78	21379309	0	100.00	0.00
Public – Institutional holders	E-Voting		5873214	81.12	5873214	0	100.00	0.00
	Poll	7239732	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Tab							
	Total	7239732	5873214	81.12	5873214	0	100.00	0.00
Public-Others	E-Voting		10301562	64.36	10301562	0	100.00	0.00
	Poll	16006687	4977	0.03	4977	0	100.00	0.00
	Postal Ballot (if applicable)							
	Tab							
	Total	16006687	10306539	64.39	10306539	0	100.00	0.00
Total		44672208	37559062	84.08	37559062	0	100.00	0.00

The aforesaid resolution was passed unanimously



Ry

ZENSAR TECHNOLOGIES LTD (CIN : L72200PN1963PLC012621)

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

Resolution 2 : To approve the payment of Interim Dividends paid during the year 2015-16

Date of the AGM/EGM		20th July, 2016						
Total number of shareholders on record date		24774						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the		No						
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		21379309	99.78	21379309	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	21425789	-	-	-	-	-	-
	Tab		-	-	-	-	-	-
	Total	21425789	21379309	99.78	21379309	0	100.00	0.00
Public – Institutional holders	E-Voting		5885320	81.29	5885320	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	7239732	-	-	-	-	-	-
	Tab		-	-	-	-	-	-
	Total	7239732	5885320	81.29	5885320	0	100.00	0.00
Public-Others	E-Voting		10301562	64.36	10301562	0	100.00	0.00
	Poll		4977	0.03	4977	0	100.00	0.00
	Postal Ballot (if applicable)	16006687	-	-	-	-	-	-
	Tab		-	-	-	-	-	-
	Total	16006687	10306539	64.39	10306539	0	100.00	0.00
Total		44672208	37571168	84.10	37571168	0	100.00	0.00

The aforesaid resolution was passed unanimously



ZENSAR TECHNOLOGIES LTD (CIN : L72200PN1963PLC012621)									
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)									
Resolution 3 : Re-appointment of Mr. Arvind Agrawal, who retires by rotation and being eligible, offers himself for re-appointment 20th July, 2016									
Date of the AGM/EGM									
Total number of shareholders on record date									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the									
Ordinary									
No									
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		21379309	99.78	21379309	0	100.00	0.00	
	Poll	21425789	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Tab								
	Total	21425789	21379309	99.78	21379309	0	100.00	0.00	
Public – Institutional holders	E-Voting		5885320	81.29	5797112	88208	98.50	1.50	
	Poll	7239732	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Tab								
	Total	7239732	5885320	81.29	5797112	88208	98.50	1.50	
Public-Others	E-Voting		10301562	64.36	10301562	0	100.00	0.00	
	Poll	16006687	4977	0.03	4977	0	100.00	0.00	
	Postal Ballot (if applicable)								
	Tab								
	Total	16006687	10306539	64.39	10306539	0	100.00	0.00	
Total		44672208	37571168	84.10	37482960	88208	99.77	0.23	

The aforesaid resolution was passed with requisite majority



ZENSAR TECHNOLOGIES LTD (CIN : L72200PN1963PLC012621)										
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)										
Resolution 4 : Appointment of M/s. Price Waterhouse, Chartered Accountants, as auditors and fixing their remuneration 20th July, 2016 24774										
Date of the AGM/EGM										
Total number of shareholders on record date										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the										
Ordinary										
No										
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		21379309	99.78	21379309	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)	21425789								
	Tab									
	Total	21425789	21379309	99.78	21379309	0	100.00	0.00		
Public - Institutional holders	E-Voting		5885320	81.29	5811064	74256	98.74	1.26		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)	7239732								
	Tab									
	Total	7239732	5885320	81.29	5811064	74256	98.74	1.26		
Public-Others	E-Voting		10301562	64.36	10301562	0	100.00	0.00		
	Poll		4877	0.03	4877	0	100.00	0.00		
	Postal Ballot (if applicable)	16006687								
	Tab									
	Total	16006687	10306439	64.39	10306439	0	100.00	0.00		
Total		44672208	37571068	84.10	37496812	74256	99.80	0.20		

The aforesaid resolution was passed with requisite majority



ZENSAR TECHNOLOGIES LTD (CIN : L72200PN1963PLC012621)										
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)										
Resolution 5 : Cancellation of Ungranted Stock Options from 2002 Employees Stock Option Plan										
20th July, 2016										
24774										
Date of the AGM/EGM										
Total number of shareholders on record date										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the										
Special										
NO										
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		21379309	99.78	21379309	0	100.00	0.00		
	Poll	21425789	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)									
	Tab									
	Total	21425789	21379309	99.78	21379309	0	100.00	0.00		
Public – Institutional holders	E-Voting		5885320	81.29	486552	5398768	8.27	91.73		
	Poll	7239732	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)									
	Tab									
	Total	7239732	5885320	81.29	486552	5398768	8.27	91.73		
Public-Others	E-Voting		10301552	64.36	10301552	0	100.00	0.00		
	Poll	16006687	4842	0.03	4842	0	100.00	0.00		
	Postal Ballot (if applicable)									
	Tab									
	Total	16006687	10306394	64.39	10306394	0	100.00	0.00		
Total		44672208	37571023	84.10	32172255	5398768	85.63	14.37		

The aforesaid resolution was passed with requisite majority



ZENSAR TECHNOLOGIES LTD (CIN : L72200PN1963PLC012621)

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

Resolution 6 : Addition of Performance Award Units to Employee Performance Award Unit Plan 2016

20th July, 2016

Date of the AGM/EGM

Total number of shareholders on record date

24774

Resolution required: (Ordinary/ Special)

Special

Whether promoter/ promoter group are interested in the

No

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		21379309	99.78	21379309	0	100.00	0.00
	Poll	21425789	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Tab		-	-	-	-	-	-
	Total	21425789	21379309	99.78	21379309	0	100.00	0.00
Public – Institutional holders	E-Voting		5885320	81.29	414521	5470799	7.04	92.96
	Poll	7239732	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Tab		-	-	-	-	-	-
	Total	7239732	5885320	81.29	414521	5470799	7.04	92.96
Public-Others	E-Voting		10301562	64.36	10301562	0	100.00	0.00
	Poll	16006687	4972	0.03	4972	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Tab		-	-	-	-	-	-
	Total	16006687	10306534	64.39	10306534	0	100.00	0.00
Total		44672208	37571163	84.10	32100364	5470799	85.44	14.56

The aforesaid resolution was passed with requisite majority



To
The Chairman of the Meeting,
53rd Annual General Meeting,
Zensar Technologies Limited,
Zensar Knowledge Park, Kharadi,
Plot No. 4, MIDC, off Nagar Road,
Pune- 411014

Sub: Results of E-voting and voting by Poll.

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 e-voting process (during July 17, 2016 to July 19, 2016) and voting by poll (at 53rd Annual General Meeting (AGM) held on July 20, 2016) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through electronic means (by remote e-voting), and voting by poll by the shareholders on the resolutions proposed in the Notice of the 53rd Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer’s report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (“CDSL”) and the report of poll at the meeting:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 53rd Annual General Meeting of the Company held on July 20, 2016:

a) Report on E-voting; and



- b) Report on Poll; and
- c) Combined report of e-voting and Poll

I hereby declare that Resolution Nos. 1 and 2 have been passed unanimously and Resolution Nos. 3 to 6 have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,
Yours faithfully,

For SVD & Associates



S. V. Deulkar
Partner
FCS No. 1321
C. P. No. 965
Place: Pune
Date: July 21, 2016

S. V.Deulkar
Practicing Company Secretary
63, Ashok Nagar, Pune 411007

Combined Report


Zensar Technologies Limited

Annual General Meeting held on 20th July, 2016

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Adoption of Financial Statements for the year ended 31st March, 2016	37554085	0	4977	0	37559062	0	Resolution passed unanimously
2	To approve the payment of Interim Dividend paid during the year 2015-16	37566191	0	4977	0	37571168	0	Resolution passed unanimously
3	Re-appointment of Mr. Arvind Agrawal, who retires by rotation and being eligible, offers himself for re-appointment	37477983	88208	4977	0	37482960	88208	Resolution passed with requisite majority
4	Appointment of M/S. Price Waterhouse, Chartered Accountants, as auditors & fixing their remuneration	37491935	74256	4877	0	37496812	74256	Resolution passed with requisite majority
5	Cancellation of ungranted Stock Options from 2002 Employees Stock Option Plan	32167413	5398768	4842	0	32172255	5398768	Resolution passed with requisite majority
6	Addition of Performance Award Units to Employee Performance Award Unit Plan 2016	32095392	5470799	4972	0	32100364	5470799	Resolution passed with requisite majority

Date: 21st July, 2016

Place: Pune


S.V. DEULKAR
 COMPANY SECRETARY
 FCS 1321 C P 965
 63 Ashok Nagar-Pune-411007

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

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the Meeting,
53rd Annual General Meeting of the Equity shareholders of Zensar Technologies Limited held on Wednesday, July 20, 2016 at 12:00 Noon at the Registered Office of the Company at Zensar Knowledge Park, Plot # 4, Kharadi MIDC, Off Nagar Road, Pune 411 014.

Dear Sir,

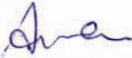
I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of Zensar Technologies Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 53rd Annual General Meeting of the Equity shareholders of Zensar Technologies Limited held on Wednesday, July 20, 2016 at 12:00 Noon at the Registered Office of the Company at Zensar Knowledge Park, Plot # 4, Kharadi MIDC, Off Nagar Road, Pune 411 014. I submit my report as under:

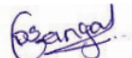
1. The e-voting period remained open from July 17, 2016 (9.00 a.m.) to July 19, 2016 (5.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. July 13, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the Notice of the 53rd Annual General Meeting (AGM) of Zensar Technologies Limited.)
3. The votes were unblocked on July 20, 2016 at around 1.30 PM in the presence of two witnesses, Aman Jain (Senapati, Bapat Road, Shivaji Nagar, Pune - 411005) and Disha Kulkarni (Kothrud,



Pune- 411038) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of Central Depository Services Limited ("CDSL").


Name: Aman Jain
S. B. Road Pune - 411005


Name: Disha Kulkarni
Kothrud, Pune - 411038



5. The result of the e-voting is as under:

a) Ordinary Resolution 1 – Adoption of Financial Statements for the year ended 31st March, 2016.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
90	37554085	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NA	NA	NA

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
1*	12106

“*” One shareholder has partly voted “for” and partly not voted on the resolution.

b) Ordinary Resolution 2 – To approve the payment of Interim Dividend paid during the year 2015-16.

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



Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
90	37566191	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NA	NA	NA

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
NA	NA

c) Ordinary Resolution 3 – Re-appointment of Mr. Arvind Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
82	37477983	99.77%

(ii) Voted **against** the resolution:



Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
8	88208	0.23%

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
NA	NA

d) Ordinary Resolution 4 – Appointment of M/S. Price Waterhouse, Chartered Accountants, as auditors & fixing their remuneration.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
85	37491935	99.80%

(ii) **Voted against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	74256	0.20%

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



Total number of members whose votes were declared invalid	Total number of votes cast by them
NA	NA

e) Special Resolution 5 – Cancellation of ungranted Stock Options from 2002 Employees Stock Option Plan.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
30	32167413	85.63%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
59	5398768	14.37%

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
1*	10

“*” One shareholder has abstained from voting on the resolution.

f) Special Resolution 6 – Addition of Performance Award Units to Employee Performance Award Unit Plan 2016.

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



Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
26	32095392	85.44%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
64	5470799	14.56%

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
NA	NA

6. The register, all other papers and relevant records relating to electronic 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 Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

S. V. Deulkar

Practicing Company Secretary

FCS No. 1321

C. P. No. 255

Place: Pune

Date: July 21, 2016

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

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Meeting,

53rd Annual General Meeting of the Equity shareholders of Zensar Technologies Limited held on Wednesday, July 20, 2016 at 12:00 Noon at the Registered Office of the Company at Zensar Knowledge Park, Plot # 4, Kharadi MIDC, Off Nagar Road, Pune 411 014.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries and Mr. Rajiv Baheti having client ID No: 1204720009684557 residing at 1187/58 Shivaji Nagar, Abhayraj Jangli Maharaj Road, Shivaji Nagar, Pune 411005 have been appointed as scrutinizer of Zensar Technologies Limited ("the Company") for the purpose of the poll taken on below mentioned resolution(s), at the 53rd Annual General Meeting of the Equity shareholders of Zensar Technologies Limited held on Wednesday, July 20, 2016 at 12:00 Noon at the Registered Office of the Company at Zensar Knowledge Park, Plot # 4, Kharadi MIDC, Off Nagar Road, Pune 411 014. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in our presence with due identification marks placed.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.



3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid.

4. The result of the Poll is as under:

a) Ordinary Resolution No. 1 – Adoption of Financial Statements for the year ended 31st March, 2016

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	4977	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NA	NA	NA

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
5*	531

“*” Includes three cases where shareholders have partly voted “for” and partly not voted on the resolution and two cases which stands rejected.

b) Ordinary Resolution No. 2 – To approve the payment of Interim Dividend paid during the year 2015-16.



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	4977	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NA	NA	NA

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
5*	531

“*” Includes three cases where shareholders have partly voted “for” and partly not voted on the resolution and two cases which stands rejected.

c) Ordinary Resolution No. 3 – Re-appointment of Mr. Arvind Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	4977	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NA	NA	NA

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
5*	531

“*” Includes three cases where shareholders have partly voted “for” and partly not voted on the resolution and two cases which stands rejected.

d) Ordinary Resolution No. 4 – Appointment of M/S. Price Waterhouse, Chartered Accountants, as auditors & fixing their remuneration.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	4877	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NA	NA	NA

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



Total number of members whose votes were declared invalid	Total number of votes cast by them
6*	631

“*” Includes three cases where shareholders have partly voted “for” and partly not voted on the resolution, one case where shareholder has not voted on the resolution and two cases which stands rejected.

e) Special Resolution No. 5 – Cancellation of ungranted Stock Options from 2002 Employees Stock Option Plan.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	4842	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NA	NA	NA

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
6*	666



“*” Includes three cases where shareholders have partly voted “for” and partly not voted on the resolution, one case where shareholder has not voted on the resolution and two cases which stands rejected.

f) Special Resolution No. 6 – Addition of Performance Award Units to Employee Performance Award Unit Plan 2016.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	4972	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NA	NA	NA

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
5*	536

“*” Includes three cases where shareholders have partly voted “for” and partly not voted on the resolution and two cases which stands rejected.

5. A list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed



6. The poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "S.V. DEULKAR" at the top, "FCS-1321" in the center, "CP-255" below it, and "PRACTISING COMPANY SECRETARY" around the bottom edge.

S. V. Deulkar

Practising Company Secretary

FCS No. 1321

C. P. No. 255

Place: Pune

Date: July 21, 2016