

Date: August 9, 2018

BSE Limited

Corporate Service Department,
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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

Sub: Proceedings of Annual General Meeting of the Company containing *inter-alia* brief amendments to Memorandum of Association of the Company.

Pursuant to Regulation 30 and Part A of Schedule III of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, please find enclosed proceedings of 55th Annual General Meeting of the Company held on August 8, 2018.

The proceedings contain *inter-alia*, amendments to the Capital Clause of the Memorandum of Association of the Company in brief, approved by the Members consequent to Sub-division of shares.

This is for your information and further dissemination purpose.

Thanking you,
Yours sincerely,

For **Zensar Technologies Limited**


Gaurav Tongia
Company Secretary



Encl.: As above

PROCEEDING OF 55TH ANNUAL GENERAL MEETING ("AGM")

55th Annual General Meeting of Zensar Technologies Limited was held on Wednesday August 8, 2018, at 12:00 Noon at Zensar Knowledge Park, Plot #4, Kharadi, MIDC, off Nagar Road Pune.

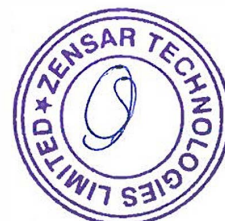
In the absence of Mr. H. V. Goenka, Chairman, Member(s) duly proposed and seconded appointment of Mr. Sandeep Kishore, MD and CEO as the Chairman of the Meeting. Mr. Sandeep Kishore, then chaired the meeting. As the requisite quorum was present, the Chairman called the meeting to order. With permission of the Members, Notice of the meeting, Auditor's Report and Secretarial Auditor's Report were taken as read. The Chairman addressed the Members on Company's performance and initiatives in financial year 2017-18 by way of his speech. He then invited questions on the items proposed for approval of Members in the Notice of 55th Annual general Meeting. It was further informed that Members who were present at the AGM and had not cast their votes earlier through remote e-voting, have an opportunity to cast their votes electronically by way of venue e-voting on all the resolutions set forth in the Notice. The Company had availed the services of Central Depository Services Limited for the same.

Chairman further informed that Mr. Sridhar Mudaliar from SVD & Associates, a firm of Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the votes cast in this meeting by venue voting & remote e-voting and submit a consolidated report thereon. The Consolidated Scrutinizers Report as well as voting results in prescribed format will be notified to the stock exchanges pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will be uploaded on the website of the Company and Central Depository Services Limited within the statutory timeline.

The following items of business, as per the Notice of AGM dated April 24, 2018, were transacted at the Meeting and passed by the Members:

Ordinary Resolutions:

1. Receiving, considering and adopting of audited financial statements for the financial year ended March 31, 2018 together with Auditors' Report thereon and the Report of the Directors along with the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Auditors' Report thereon.
2. Confirming payment of Interim Dividend and to declare a Final Dividend on Equity Share capital of the Company for the financial year ended March 31, 2017.
3. Re - appointment of Mr. H. V. Goenka who was liable to retire by rotation.
4. Ratification of appointment of Deloitte Haskins and Sells LLP, Chartered Accountants, having ICAI Firm Registration No. 117366W/W-100018 as Statutory Auditors of the Company.
5. Appointment of Mr. Ketan Dalal as a Non-Executive Independent Director, not liable to retire by rotation.



6. Appointment of Mr. Ben Druskin as a Non-Executive Independent Director, not liable to retire by rotation.
7. Appointment of Mr. Tanuja Randery as a Non-Executive Independent Director, not liable to retire by rotation.
8. Appointment of Mr. Harsh Mariwala as a Non-Executive Independent Director, not liable to retire by rotation.
9. Sub-division of shares.

Special Resolutions

10. Alteration of the capital clause of the Memorandum of Association ("MoA") to give effect to the sub-division of shares. The revised capital clause of the MoA can be read as below:

V (a) The authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 23,75,00,000 (Twenty-Three Crores Seventy-Five Lacs) Equity shares of Rs. 2/- (Rupees Two) each and 2,50,000 (Two Lacs Fifty Thousand) Preference Shares of Rs. 100/- each.

11. Approval for amendments in Employee Performance Award Unit Plan, 2016 for options granted/to be granted to the employees of the Company.
12. Approval for amendments in Employee Performance Award Unit Plan, 2016 for options granted/to be granted to the employees of the subsidiary(ies) of the Company.
13. Approval for payment of Commission to Non-Executive Directors.

