

22nd March, 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 19th January, 2016 whereby the Company informed Stock Exchange(s), inter-alia, Conduct of Postal Ballot for seeking approval of the Shareholders.

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



VOTING RESULTS FOR POSTAL BALLOT NOTICE DATED 19TH JANUARY, 2016

Name of the Company: ZENSAR TECHNOLOGIES LIMITED

Date of Declaration of Result: 22ND MARCH, 2016

Date of AGM / EGM	Not Applicable
Total Number of Shareholders on Record Date	26,454
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group: - Public	Not Applicable



AGENDA-WISE DISCLOSURE

Resolution No. 1: Appointment of Mr. Sudip Nandy (DIN: 07199187) as an Independent Director not liable to retire by rotation

Resolution Required: (Ordinary / Special)				Ordinary										
Whether Promoter / Promoter Group are interested in the Agenda / Resolution?				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 & Promoter Group	E-Voting			21352888		100.000000	21352888		0		100.000000		0.000000	
	Poll		21352888	N.A.		N.A.	N.A.		N.A.		N.A.		N.A.	
	Postal Ballot			0		0.000000	0		0		0.00		0.00	
	Total			21352888		100.000000	21352888		0		100.000000		0.000000	
Public – Institution	E-Voting			5923029		89.899630	5923029		0		100.000000		0.000000	
	Poll		6588491	N.A.		N.A.	N.A.		N.A.		N.A.		N.A.	
	Postal Ballot			0		0.000000	0		0		0.000000		0.000000	
	Total			5923029		89.899630	5923029		0		100.000000		0.000000	
Public – Non Institution	E-Voting			10316487		61.881871	10316306		181		99.998246		0.001754	
	Poll		16671259	N.A.		N.A.	N.A.		N.A.		N.A.		N.A.	
	Postal Ballot			43698		0.262116	42038		1660		96.201199		3.798801	
	Total			10360185		62.143987	10358384		1841		99.982230		0.017770	
Total			44612638			84.361974	37634301		1841		99.995108		0.004892	

The aforesaid resolution has been passed with requisite majority.



Resolution No. 2: Amendments to Articles of Association of the Company

Resolution Required: (Ordinary / Special)			Special					
Whether Promoter / Promoter Group are interested in the Agenda / Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	21352888	21352888	100.000000	21352888	0	100.000000	0.000000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		0	0.000000	0	0	0.000000	0.000000
	Total		21352888	100.000000	21352888	0	100.000000	0.000000
Public – Institution	E-Voting	6588491	5923029	89.899630	5923029	0	100.000000	0.000000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		0	0.000000	0	0	0.000000	0.000000
	Total		5923029	89.899630	5923029	0	100.000000	0.000000
Public – Non Institution	E-Voting	16671259	10310194	61.844123	10309984	210	99.997963	0.002037
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		43688	0.262056	42299	1389	96.820637	3.179363
	Total		10353882	62.106179	10352283	1599	99.984557	0.015443
Total		44612638	37629799	84.347846	37628200	1599	99.995751	0.004249

The aforesaid resolution has been passed with requisite majority.



Resolution No. 3: Appointment of Mr. Shashank Singh (DIN: 02826978) as Non-Independent and Non-Executive Director liable to retire by rotation

Resolution Required: (Ordinary / Special)		Ordinary						
Whether Promoter / Promoter Group are interested in the Agenda / Resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	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 & Promoter Group	E-Voting	21352888	21352888	100.000000	21352888	0	100.000000	0.000000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.000000	0	0	0.000000	0.000000
	Total		21352888	100.000000	21352888	0	100.000000	0.000000
Public – Institution	E-Voting	6588491	5923029	89.899630	1407491	4515538	23.763027	76.236973
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.000000	0	0	0.000000	0.000000
	Total		5923029	89.899630	1407491	4515538	23.763027	76.236973
Public – Non Institution	E-Voting	16671259	10310215	61.844249	10309976	239	99.997682	0.002318
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		43688	0.262056	42558	1130	97.413477	2.586523
	Total		10353903	62.106305	10352534	1369	99.986778	0.013222
Total		44612638	37629820	84.347893	33112913	4516907	87.996469	12.003531

The aforesaid resolution has been passed with requisite majority.



Resolution No. 4: Appointment of Mr. Sandeep Kishore (DIN: 07393680) as Managing Director and Chief Executive Officer of the Company

Resolution Required: (Ordinary / Special)			Special					
Whether Promoter / Promoter Group are interested in the Agenda / Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% 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 & Promoter Group	E-Voting	21352888	21352888	100.000000	21352888	0	100.000000	0.000000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		0	0.000000	0	0	0.000000	
	Total		21352888	100.000000	21352888	0	100.000000	
Public – Institution	E-Voting	6588491	5923029	89.899630	1407491	4515538	23.763027	76.236973
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		0	0.000000	0	0	0.000000	
	Total		5923029	89.899630	1407491	4515538	23.763027	
Public – Non Institution	E-Voting	16671259	10309879	61.842234	10309689	190	99.998157	0.001843
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		43688	0.262056	42543	1145	97.379143	
	Total		10353567	62.104290	10352232	1335	99.987106	
Total		44612638	37629484	84.347139	33112611	4516873	87.996452	12.003548



The aforesaid resolution has been passed with requisite majority.

Resolution No. 5A: Approval of Zensar Technologies Limited – Employees Stock Options Plan 2016 (EPAP 2016)

Resolution Required: (Ordinary / Special)			Special					
Whether Promoter / Promoter Group are interested in the Agenda / Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	21352888	21352888	100.000000	21352888	0	100.000000	0.000000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		0	0.000000	0	0	0.000000	0.000000
	Total		21352888	100.000000	21352888	0	100.000000	0.000000
Public – Institution	E-Voting	6588491	5923029	89.899630	293100	5629929	4.948482	95.051518
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		0	0.000000	0	0	0.000000	0.000000
	Total		5923029	89.899630	293100	5629929	4.948482	95.051518
Public – Non Institution	E-Voting	16671259	10310075	61.843410	10308467	1608	99.984404	0.015596
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		43529	0.261102	41860	1669	96.165775	3.834225
	Total		10353604	62.104512	10350327	3277	99.968349	0.031651
Total		44612638	37629521	84.347222	31996315	5633206	85.029823	14.970177

The aforesaid resolution has been passed with requisite majority.



Resolution No. 5B: Grant of Performance Award Units to the employees of the Subsidiary Company (ies) of the Company under Zensar Technologies Limited – Employee Performance Award Unit Plan 2016 (EPAP 2016)

Resolution Required: (Ordinary / Special)			Special										
Whether Promoter / Promoter Group are interested in the Agenda / Resolution?			No										
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on Votes polled	% of Votes against on Votes polled					
Promoter & Promoter Group	(1)		(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100					
	E-Voting	21352888	21352888	100.000000	21352888	0	100.000000	0.000000					
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.						
	Postal Ballot		0	0.000000	0	0	0.000000	0.000000					
Total	21352888		100.000000	21352888	0	100.000000	0.000000						
Public – Institution	(1)		(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100					
	E-Voting	6588491	5923029	89.899630	293100	5629929	4,948482	95.051518					
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.						
	Postal Ballot		0	0.000000	0	0	0.000000	0.000000					
Total	5923029		89.899630	293100	5629929	4,948482	95.051518						
Public – Non Institution	(1)		(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100					
	E-Voting	16671259	10316563	61.882327	10313460	3103	99.969922	0.030078					
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.						
	Postal Ballot		43187	0.259051	41665	1522	96.475791	3.524209					
Total	10359750		62.141378	10355125	4625	99.955356	0.044644						
Total		44612638	37635667	84.360999	32001113	5634554	85.028686	14.971314					

The aforesaid resolution has been passed with requisite majority.

For ZENSAR TECHNOLOGIES LIMITED

N. Limaye

NILESH LIMAYE
COMPANY SECRETARY





SVD & Associates

Company Secretaries

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



Date: March 22, 2016

To,
The Chairman,
Zensar Technologies Limited,
Zensar Knowledge Park,
Kharadi, 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 March 17, 2016 (5.00 PM)] and voting through electronic mode [during February 17, 2016 (9.00AM) to March 17, 2016 (5.00PM)] on the proposed resolution as mentioned in the Postal Ballot Notice dated January 19, 2016. The cut off date for e-voting as well as postal ballot was taken as February 1, 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 January 19, 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 ballots 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 during. The report of the same is annexed herewith.



I hereby declare that all the 5 (Five) 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



Encl:
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 resolutions as under:

- a) Resolution no. 1 – Ordinary Resolution for Appointment of Mr. Sudip Nandy as an Independent Director not liable to retire by rotation.

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	26454
II.	Total Shareholders to whom Postal Ballots sent	15258	0	15258
	Total shareholders to whom email sent	0	11196	11196
III.	Total shareholders who exercised their votes	353	195	548
IV.	Number of Postal Ballots rejected and/ or not voted	43	3	46
	Number of shareholders	43	3	46
	Number of shares	6294	282	6576
V.	Total no. of valid folios voted	310	192	502
	Number of shareholders in favour	296*	188	484
	Number of shareholders against	14	4	18
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	95.48%	97.91%	96.41%
VI.	Total votes (in terms of number of voting rights/shares) exercised	49992	37592686	37642678
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	6294	282	6576
	Total valid votes	43698	37592404	37636102
VII.	Number of votes in favour of the resolution	42038	37592223	37634301
	Number of votes against the resolution	1660	181	1841
VIII.	Votes in favour of the resolution as a percentage of votes cast	96.20%	99.99%	99.99%

Notes: ** Includes five cases comprising of 565 shares where the shareholders have voted partly for the resolution and partly not voted for the resolution.

- b) Resolution no. 2 – Special Resolution for Amendment to Articles of Association of the Company.

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	26454
II.	Total Shareholders to whom Postal Ballots sent	15258	0	15258
	Total shareholders to whom email sent	0	11196	11196
III.	Total shareholders who exercised their votes	353	195	548
IV.	Number of Postal Ballots rejected and/ or not voted	44	15	59
	Number of shareholders	44	15	59
	Number of shares	6304	6575	12879
V.	Total no. of valid folios voted	309	180	489
	Number of shareholders in favour	298*	175	473
	Number of shareholders against	11	5	16
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	96.44%	97.22%	96.73%
VI.	Total votes (in terms of number of voting rights/shares) exercised	49992	37592686	37642678
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	6304	6575	12879
	Total valid votes	43688	37586111	37629799
VII.	Number of votes in favour of the resolution	42299	37585901	37628200
	Number of votes against the resolution	1389	210	1599
VIII.	Votes in favour of the resolution as a percentage of votes cast	96.82%	99.99%	99.99%

Notes: '**' Includes five cases comprising of 565 shares where the shareholders have voted partly for the resolution and partly not voted for the resolution.

- c) Resolution no. 3 – Ordinary Resolution for Appointment of Mr. Shashank Singh as a Director liable to retire by rotation.

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	26454
II.	Total Shareholders to whom Postal Ballots sent	15258	0	15258
	Total shareholders to whom email sent	0	11196	11196
III.	Total shareholders who exercised their votes	353	195	548
IV.	Number of Postal Ballots rejected and/ or not voted	44	15	59
	Number of shareholders	44	15	59
	Number of shares	6304	6554	12858
V.	Total no. of valid folios voted	309	180	489
	Number of shareholders in favour	301*	165	466
	Number of shareholders against	8	15	23
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	97.41%	91.66%	95.29%
VI.	Total votes (in terms of number of voting rights/shares) exercised	49992	37592686	37642678
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	6304	6554	12858
	Total valid votes	43688	37586132	37629820
VII.	Number of votes in favour of the resolution	42558	33070355	33112913
	Number of votes against the resolution	1130	4515777	4516907
VIII.	Votes in favour of the resolution as a percentage of votes cast	97.41%	87.99%	87.99%

Notes: '**' Includes five cases comprising of 565 shares where the shareholders have voted partly for the resolution and partly not voted for the resolution.

- d) Resolution no. 4 – Special Resolution for Appointment of Mr. Sandeep Kishore as Managing Director and CEO.

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	26454
II.	Total Shareholders to whom Postal Ballots sent	15258	0	15258
	Total shareholders to whom email sent	0	11196	11196
III.	Total shareholders who exercised their votes	353	195	548
IV.	Number of Postal Ballots rejected and/ or not voted	44	20	64
	Number of shareholders	44	20	64
	Number of shares	6304	6890	13194
V.	Total no. of valid folios voted	309	175	484
	Number of shareholders in favour	302*	163	465
	Number of shareholders against	7	12	19
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	97.73%	93.14%	96.07%
VI.	Total votes (in terms of number of voting rights/shares) exercised	49992	37592686	37642678
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	6304	6890	13194
	Total valid votes	43688	37585796	37629484
VII.	Number of votes in favour of the resolution	42543	33070068	33112611
	Number of votes against the resolution	1145	4515728	4516873
VIII.	Votes in favour of the resolution as a percentage of votes cast	97.38%	87.99%	87.99%

Notes: '**' Includes five cases comprising of 565 shares where the shareholders have voted partly for the resolution and partly not voted for the resolution.

- e) Resolution no. 5 A– Special Resolution for Approval of Zensar Technologies Limited - Employees Stock Options Plan 2016 (EPAP 2016).

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	26454
II.	Total Shareholders to whom Postal Ballots sent	15258	0	15258
	Total shareholders to whom email sent	0	11196	11196
III.	Total shareholders who exercised their votes	353	195	548
IV.	Number of Postal Ballots rejected and/ or are invalid	46	17	63
	Number of shareholders	46	17	63
	Number of shares	6463	6694	13157
V.	Total no. of valid folios voted	307	178	485
	Number of shareholders in favour	296*	100	396
	Number of shareholders against	11	78	89
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	96.42%	56.18%	81.65%
VI.	Total votes (in terms of number of voting rights/shares) exercised	49992	37592686	37642678
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	6463	6694	13157
	Total valid votes	43529	37585992	37629521
VII.	Number of votes in favour of the resolution	41860	31954455	31996315
	Number of votes against the resolution	1669	5631537	5633206
VIII.	Votes in favour of the resolution as a percentage of votes cast	96.17%	85.02%	85.03%

Notes: '**' Includes four cases comprising of 490 shares where the shareholders have voted partly for the resolution and partly not voted for the resolution.

- f) Resolution no. 5 B – Special Resolution for Approval for grant of Performance Awards Units to the employees of the subsidiary Company (ies) of the Company under Zensar Technologies Limited – Employee Performance Award Unit Plan 2016 (EPAP 2016).

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	26454
II.	Total Shareholders to whom Postal Ballots sent	15258	0	15258
	Total shareholders to whom email sent	0	11196	11196
III.	Total shareholders who exercised their votes	353	195	548
IV.	Number of Postal Ballots rejected and/ or not voted	48	3	51
	Number of shareholders	48	3	51
	Number of shares	6805	206	7011
V.	Total no. of valid folios voted	305	192	497
	Number of shareholders in favour	295*	110	405
	Number of shareholders against	10	82	92
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	96.72%	57.29%	81.49%
VI.	Total votes (in terms of number of voting rights/shares) exercised	49992	37592686	37642678
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	6805	206	7011
	Total valid votes	43187	37592480	37635667
VII.	Number of votes in favour of the resolution	41665	31959448	32001113
	Number of votes against the resolution	1522	5633032	5634554
VIII.	Votes in favour of the resolution as a percentage of votes cast	96.48%	85.02%	85.03%

Notes: ** Includes three cases comprising of 450 shares where the shareholders have voted partly for the resolution and partly not voted for the resolution.

Place: Pune
Date: March 22, 2016


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

