

To,
The Chairman,
Zensar Technologies Limited,
Pune.

Sub: Report on the voting process of the postal ballot through electronic mode [herein after referred to as the 'postal ballot(s)'] pursuant to Notice of Postal Ballot dated November 22, 2024.

Dear Sir,

I, CS Sridhar Mudaliar, Partner of SVD & Associates, thank you for appointing us as Scrutinizer for conducting the voting process of the postal ballot on the resolutions as mentioned in the captioned postal ballot Notice of Zensar Technologies Limited CIN: L72200PN1963PLC012621 (**'the Company'**).

The Company, for the postal ballot event, had provided e-voting facility to all its members, to enable them to cast their votes electronically by engaging the services of KFin Technologies Limited ('KFin') (**'e-voting agency'**). The electronic votes received from the website of the e-voting agency from Monday, December 9, 2024, at 9.00 am (IST) up to Tuesday, January 7, 2025 at 5.00 pm (IST) were scrutinized and a report on the votes so received is annexed herewith as **'Annexure - I'**.

For SVD & Associates
Company Secretaries


Sridhar Mudaliar
Partner



FCS No: 6156
CP No: 2664

Peer Review No: 669/2020
UDIN: F006156F003627807

Place: Pune
Date: January 9, 2025

Encl: Postal Ballot Report – Annexure-I

Annexure - I

Postal Ballot Report pursuant to Notice of postal ballot dated November 22, 2024 of Zensar Technologies Limited

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and latest Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time read with SEBI circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and latest SEBI Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Circulars"), the Secretarial Standards - 2 issued by the Institute of Company Secretaries of India ("SS-2") and other applicable provisions, if any, for obtaining approval of the members, by way of Ordinary and Special Resolutions, through Postal Ballot by way of electronic means ("remote e-voting or e-voting") only, for the businesses as set out in the Notice].

We hereby submit as follows-

1. The compliance with the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, and the guidelines prescribed by the MCA for holding general meetings/conducting postal ballot process through e-voting vide MCA Circulars, and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time read with SEBI Circulars, SS-2 and other applicable provisions, if any, for obtaining approval of the members, by way of Ordinary Resolution and Special Resolutions, through Postal Ballot by way of remote e-voting or e-voting for the business as set out in the captioned Notice, of Zensar Technologies Limited (hereinafter referred to as 'the Company') is the responsibility of the management. Our responsibility as a Scrutinizer is to render Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.
2. On December 6, 2024 the Company had completed the dispatch of Postal Ballot Notice to its Members whose name(s) appeared in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the cut-off date i.e. Friday, November 29, 2024 and whose e-mail addresses were available with the Company or with the Depositories/ Depository Participant or the Registrar and Share Transfer Agent of the Company ("RTA"). Pursuant to the MCA Circulars, the Company had sent the Notices only through e-mails. The Company had not sent the Postal Ballot Notice to those members whose e-mail addresses were not available with the Company or Depositories / Depository Participant or RTA, pursuant to the exemptions granted by MCA and SEBI. However, the Company had, vide a newspaper advertisement published on Saturday, December 7, 2024, also informed the members w.r.t voting process on the resolutions covered in the captioned Notice, including the process to the Members to register their e-mail address with the Company or with RTA.
3. In accordance with the captioned Notice of the postal ballot which was sent to the shareholders by email on Friday, December 6, 2024, and the Advertisement published on Saturday, December 7, 2024, pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on Monday, December 9, 2024 at 9.00 am (IST) and ended on Tuesday, January 7, 2025 at 5.00 pm (IST) for ballot through electronic mode being the



electronic voting (remote e-voting) facility that was provided by KFin Technologies Limited ('KFin').

4. The votes were unblocked around 05.00 p.m. on Tuesday, January 7, 2024, in the presence of two witnesses who are not in the employment of the Company and the e-voting summary statement was downloaded from e-voting website of KFin Technologies Limited ('KFin') - <https://evoting.kfintech.com>.
5. Report on the results of the voting is based on the data downloaded from the website of the e-voting agency **KFin Technologies Limited ('KFin')** in respect of the resolutions contained in the captioned notice of the postal ballot. Certain voting has been considered invalid due to statutory provisions or for want of authority. The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.
6. The report on the voting is as under:

1) Ordinary Resolution – Amendment to the terms of remuneration of Manish Tandon (DIN: 07559939), Chief Executive Officer and Managing Director ("CEO & MD") to enable further grant of Performance Award Unit ("PAUs"/"ESOPs") under the Employee Performance Award Unit Plan, 2016 ("EPAP 2016"/"ESOP PLAN")		
Summary of Voting:		
(i) Voted in favour or against the resolution:		
Particulars	Remote e-voting	% of total number of valid votes cast
(a) Voted in Favour		
Number of members voted	§645	
Number of votes cast by them	§18,44,43,694	98.8455
(b) Voted against		
Number of members voted	§108	
Number of votes cast by them	§21,54,300	1.1545
(c) Total=(a)+ (b)		
Total number of members voted	753	
Total number of votes cast by them	18,65,97,994	100.0000
§ 7 Shareholders holding 6,58,069 shares have partially voted in favour for 5,82,201 shares and partially voted against for 75,868 shares.		

(ii) Abstained/Less voted/Invalid votes:		
Particulars	Remote e-voting	
(a) Invalid votes		
Total number of members	4	
Total invalid shares	7,46,160	
(b) Abstained/Less Voted		
Total number of members	7	
Total Abstain shares /Less voted	98,802	



2) Special Resolution— Increase in the limit of managerial remuneration payable to Manish Tandon, Chief Executive Officer and Managing Director (“CEO & MD”) of the Company, in excess of 5% of the net profits of the Company and consequential increase in overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & MD

Summary of Voting:

(i) Voted in favour or against the resolution:

Particulars	Remote e-voting	% of total number of valid votes cast
(a) Voted in Favour		
Number of members voted	§653	
Number of votes cast by them	§18,63,04,761	99.8430
(b) Voted against		
Number of members voted	§94	
Number of votes cast by them	§2,93,034	0.1570
(c) Total=(a)+ (b)		
Total number of members voted	747	
Total number of votes cast by them	18,65,97,795	100.0000

§ 3 Shareholders holding 199 shares have partially voted in favour for 153 shares and partially voted against for 46 shares.

(ii) Abstained/Less voted/Invalid votes:

Particulars	Remote e-voting	
(a) Invalid votes		
Total number of members	4	
Total invalid shares	7,46,160	
(b) Abstained/Less Voted		
Total number of members	9	
Total Abstain shares /Less voted	99,001	



3) Special Resolution – Amendment to Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016 ("EPAP 2016"/"ESOP Plan").

Summary of Voting:

(i) Voted in favour or against the resolution:

Particulars	Remote e-voting	% of total number of valid votes cast
(a) Voted in Favour		
Number of members voted	564	
Number of votes cast by them	15,96,54,635	85.5157
(b) Voted against		
Number of members voted	196	
Number of votes cast by them	2,70,41,570	14.4843
(c) Total=(a)+ (b)		
Total number of members voted	760	
Total number of votes cast by them	18,66,96,205	100.0000

§ 12 Shareholders holding 13,52,369 have partially voted in favour for 6,65,088 shares and partially voted against for 6,87,281 shares.

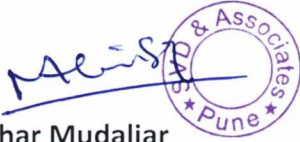
(ii) Abstained/Less voted/Invalid votes:

Particulars	Remote e-voting	
(a) Invalid votes		
Total number of members	4	
Total invalid shares	7,46,160	
(b) Abstained/Less Voted		
Total number of members	5	
Total Abstain shares /Less voted	591	



7. The Chairman or Director or any other authorized personnel of the Company shall declare the results of the voting forthwith.
8. Register of Postal Ballot and all other relevant records of voting process given/ provided/ maintained in electronic mode, will remain in our custody until the Chairman considers, approves, and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/ person authorized by him for safe keeping.

**For SVD & Associates
Company Secretaries**



**Sridhar Mudaliar
Partner**

FCS No: 6156

C.P No: 2664

Peer Review No: 669/2020

UDIN: F006156F003627807

Place: Pune

Date: January 9, 2025