

23rd March, 2015

Bombay Stock Exchange Limited
Corporate Service Department
1st Floor, P. J. Towers
Dalal Street, Mumbai 400 001
Fax: (022) 2272 2039/2272 3121

✓ The National Stock Exchange of India Ltd
Exchange Plaza, 3rd floor
Plot No.C/1, 'G' block
Bandra Kurla Complex,
Bandra(East), Mumbai 400 051
Fax: (022) 26598237/26598238

Dear Sirs,

Sub: Intimation about Declaration of Postal Ballot Results pursuant to Clause 35A of Listing Agreement

This is to inform that the results of the Postal Ballot were announced on 23rd March, 2015. Following Ordinary Resolutions as mentioned in the notice of Postal Ballot dated 19th January, 2015 has been passed with the requisite majority:

1. Re-appointment of Dr. Ganesh Natarajan (DIN: 00176393), as Vice Chairman and Managing Director of the Company with effect from 1st February, 2015 for a further term up to 30th April, 2016.
2. Appointment of Mr. Pesi K. Choksey (DIN: 00060508) as an Independent Director not liable to retire by rotation to hold office from 1st April, 2015 up to 31st March, 2020
3. Appointment of Mr. Ajit T. Vaswani (DIN: 00057953) as an Independent Director not liable to retire by rotation to hold office from 1st April, 2015 up to 31st March, 2020.
4. Appointment of Mr. Pradipta K. Mohapatra (DIN: 00066239) as an Independent Director not liable to retire by rotation to hold office from 1st April, 2015 up to 31st March, 2020.
5. Appointment of Mr. Venkatesh Kasturirangan (DIN: 00804869) as an Independent Director not liable to retire by rotation to hold office from 1st April, 2015 up to 31st March, 2020.
6. Appointment of Ms. Madhabi Puri Buch (DIN: 00016299) as an Independent Director not liable to retire by rotation to hold office from 1st April, 2015 up to 31st March, 2020.

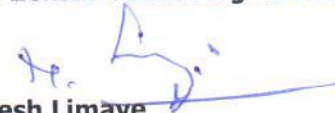
The details of postal ballot results (including e-voting) as prescribed under Clause 35A of the Listing Agreement with the Stock Exchange(s) are enclosed as Annexure 1.

Further Report on voting process of Postal Ballots and e-voting submitted by Mr. S.V. Deulkar, Scrutinizer, Partner, SVD & Associates, Practicing Company Secretaries is enclosed as Annexure 2.

Kindly acknowledge the receipt of the communication.

Thanking you,
Yours faithfully,

For Zensar Technologies Limited


Nilesch Limaye
Company Secretary



ZENSAR TECHNOLOGIES LIMITED (CIN : L72200PN1963PLC012621) Annexure 1		
Information in terms of Clause 35A of the Listing Agreement (Physical and e-Voting)		
Resolutions passed	Ordinary	
	Postal Ballot /	
Mode of Voting	evoting	
Cut off date	30th January, 2015	
Total No. of shareholders on cut off date	23459	

Ordinary Resolution 1 - Re-appointment of Dr. Ganesh Natarajan (DIN: 00176393), as Vice Chairman and Managing Director of the Company with effect from 1st February, 2015 for a further term up to 30th April, 2016.

	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/Public							
Promoter and Promoter Group	21130788	21130788	100.000000	21130788	0	100.000000	0.000000
Public – Institutional holders	5668936	4875233	85.999083	4875233	0	100.000000	0.000000
Public-Others	17167240	10434449	60.781168	10433347	1102	99.989439	0.010561
Total	43966964	36440470	82.881479	36439368	1102	99.996976	0.003024

Ordinary Resolution 2 - Appointment of Mr. Pesi K. Choksey (DIN: 00060508) as an Independent Director not liable to retire by rotation to hold office from 1st April, 2015 up to 31st March, 2020

	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/Public							
Promoter and Promoter Group	21130788	21130788	100.000000	21130788	0	100.000000	0.000000
Public – Institutional holders	5668936	4875233	85.999083	4856495	18738	99.615649	0.384351
Public-Others	17167240	10433175	60.773747	10431033	2142	99.979469	0.020531
Total	43966964	36439196	82.878581	36418316	20880	99.942699	0.057301

Ordinary Resolution 3 - Appointment of Mr. Ajit T. Vaswani (DIN: 00057953) as an Independent Director not liable to retire by rotation to hold office from 1st April, 2015 up to 31st March, 2020.

	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/Public							
Promoter and Promoter Group	21130788	21130788	100.000000	21130788	0	100.000000	0.000000
Public – Institutional holders	5668936	4875233	85.999083	4856495	18738	99.615649	0.384351
Public-Others	17167240	10432915	60.772232	10431062	1853	99.982239	0.017761
Total	43966964	36438936	82.877990	36418345	20591	99.943492	0.056508



ZENSAR TECHNOLOGIES LIMITED (CIN : L72200PN1963PLC012621)	
Information in terms of Clause 35A of the Listing Agreement (Physical and e-Voting)	

Ordinary Resolution 4 - Appointment of Mr. Pradipta K. Mohapatra (DIN: 00066239) as an Independent Director not liable to retire by rotation to hold office from 1st April, 2015 up to 31st March, 2020.

	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/Public							
Promoter and Promoter Group	21130788	21130788	100.000000	21130788	0	100.000000	0.000000
Public – Institutional holders	5668936	4875233	85.999083	4856495	18738	99.615649	0.384351
Public-Others	17167240	10433015	60.772815	10430770	2245	99.978482	0.021518
Total	43966964	36439036	82.878217	36418053	20983	99.942416	0.057584

Ordinary Resolution 5 - Appointment of Mr. Venkatesh Kasturirangan (DIN: 00804869) as an Independent Director not liable to retire by rotation to hold office from 1st April, 2015 up to 31st March, 2020.

	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/Public							
Promoter and Promoter Group	21130788	21130788	100.000000	21130788	0	100.000000	0.000000
Public – Institutional holders	5668936	4875233	85.999083	4875233	0	100.000000	0.000000
Public-Others	17167240	10433110	60.773368	10431648	1462	99.985987	0.014013
Total	43966964	36439131	82.878433	36437669	1462	99.995988	0.004012

Ordinary Resolution 6 - Appointment of Ms. Madhabi Puri Buch (DIN: 00016299) as an Independent Director not liable to retire by rotation to hold office from 1st April, 2015 up to 31st March, 2020.

	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/Public							
Promoter and Promoter Group	21130788	21130788	100.000000	21130788	0	100.000000	0.000000
Public – Institutional holders	5668936	4875233	85.999083	4875233	0	100.000000	0.000000
Public-Others	17167240	10433385	60.774970	10431527	1858	99.982192	0.017808
Total	43966964	36439406	82.879059	36437548	1858	99.994901	0.005099



SVD & ASSOCIATES

Company Secretaries

4th Floor, Vedwati Apts, Near Bhawkar Bhawan, Shivajinagar, Pune- 411005

Date: 23rd March, 2015

To,
The Chairman,
Zensar Technologies Limited,
Pune - 411014

Dear Sir,

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

I, S. V. Deulkar partner of SVD & Associates, thank you for appointing us for conducting the voting process of the Postal Ballots and e-voting through electronic mode on the resolutions under section 149 read with section 152 of the Companies Act, 2013 as mentioned in the Postal Ballot Notice dated 19th January, 2015.

The Postal Ballots and e-votes received by the company upto 19th March, 2015 were handed over to me. I have scrutinized the Postal Ballots and e-votes and my reports are annexed herewith.

For SVD & Associates



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

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

S. V. Deulkar
Company Secretary
63, Ashoknagar, Pune – 411 007.

Report on the Voting Process of the Postal Ballots and E-voting through electronic mode of Zensar Technologies Limited on the ordinary resolutions as under:

- a) Resolution no 1 – Ordinary Resolution for re-appointment of Dr. Ganesh Natarajan as Vice-Chairman and Managing Director of the Company

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	23459
II.	Total Shareholders to whom Postal Ballots send	14931	0	14931
	Total shareholders to whom email send	0	8528	8528
III.	Total shareholders who exercised their votes through Postal Ballots / Total Folios	465	143#	608
IV.	Number of Postal Ballots rejected and not voted	49^	0	49
	Number of shareholders	49^	0	49
	Number of shares	4686	0	4686
V.	Total No. of Valid Postal Ballots/e- voting	423	140	563
	Number of shareholders in favour	413*	136	549
	Number of shareholders against	3	4	7
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	97.636 %	97.143%	97.513%
VI.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots/e-voting	84568	36360863\$	36445431
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	4686	275	4961
	Total valid votes	79882	36360588	36440470
VII.	Number of votes in favour of the resolution	79730	36359638	36439368
	Number of votes against the resolution	152	950	1102
VIII.	Votes in favour of the resolution as a percentage of votes cast	99.809%	99.997%	99.997%

Notes:

1. '*' Includes four cases comprising of 380 shares where the shareholders have voted partly for the resolution and partly not voted for the resolution.
2. '#' Includes three cases where the shareholders have not voted for the resolution.
3. '\$' Includes 275 shares for which shareholders have not voted for the resolution.
4. '^' Includes six cases who have not fully voted for the resolution and forty three cases which stands rejected.

- b) Resolution no 2 – Ordinary Resolution for appointment of Mr. Pesi K Choksey 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	23459
II.	Total Shareholders to whom Postal Ballots send	14931	0	14931
	Total shareholders to whom email send	0	8528	8528
III.	Total shareholders who exercised their votes through Postal Ballots / Total Folios	465	143#	608
IV.	Number of Postal Ballots rejected and not voted	55^	0	55
	Number of shareholders	55^	0	55
	Number of shares	5960	0	5960
V.	Total No. of Valid Postal Ballots/e- voting	423	140	563
	Number of shareholders in favour	404*	130	534
	Number of shareholders against	6	10	16
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	95.508%	92.857%	94.849%
VI.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots/ e-voting	84568	36360863\$	36445431
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	5960	275	6235
	Total valid votes	78608	36360588	36439196
VII.	Number of votes in favour of the resolution	77815	36340501	36418316
	Number of votes against the resolution	793	20087	20880
VIII.	Votes in favour of the resolution as a percentage of votes cast	98.991%	99.945%	99.943%

Note:

1. '*' Includes four cases comprising of 382 shares where shareholders have partly exercised their votes and partly not voted for the resolution.
2. '#' Includes three cases where the shareholders have not voted for the resolution.
3. '\$' Includes 275 shares for which shareholders have not voted for the resolution.
4. '^' Includes twelve cases who have not fully voted for the resolution and forty three cases which stands rejected.

- c) Resolution no 3 – Ordinary Resolution for appointment of Mr. Ajit T Vaswani 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	23459
II.	Total Shareholders to whom Postal Ballots send	14931	0	14931
	Total shareholders to whom email send	0	8528	8528
III.	Total shareholders who exercised their votes through Postal Ballots / Total Folios	465	143#	608
IV.	Number of Postal Ballots rejected and not voted	57^	0	57
	Number of shareholders	57^	0	57
	Number of shares	6220	0	6220
V.	Total No. of Valid Postal Ballots/e- voting	423	140	563
	Number of shareholders in favour	398*	130	528
	Number of shareholders against	10	10	20
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	94.090 %	92.857%	93.783%
VI.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots/e-voting	84568	36360863\$	36445431
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	6220	275	6495
	Total valid votes	78348	36360588	36438936
VII.	Number of votes in favour of the resolution	77837	36340508	36418345
	Number of votes against the resolution	511	20080	20591
VIII.	Votes in favour of the resolution as a percentage of votes cast	99.348%	99.945%	99.943%

Note:

1. '*' Includes four cases comprising of 392 shares where the shareholders have partly exercised their vote and the partly not voted for the resolution.
2. '#' Includes three cases where the shareholders have not voted for the resolution.
3. '\$' Includes 275 shares for which shareholders have not voted for the resolution.
4. '^' Includes fourteen cases who have not fully voted for the resolution and forty three cases which stands rejected.

- d) Resolution no 4 – Ordinary Resolution for appointment of Mr. Pradipta K Mohapatra 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	23459
II.	Total Shareholders to whom Postal Ballots send	14931	0	14931
	Total shareholders to whom email send	0	8528	8528
III.	Total shareholders who exercised their votes through Postal Ballots / Total Folios	465	143#	608
IV.	Number of Postal Ballots rejected and not voted	56^	0	56
	Number of shareholders	56^	0	56
	Number of shares	6020	0	6020
V.	Total No. of Valid Postal Ballots/e- voting	423	139	562
	Number of shareholders in favour	400*	127	527
	Number of shareholders against	9	12	21
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	94.563 %	91.367%	93.772%
VI.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots/e-voting	84568	36360863\$	36445431
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	6020	375	6395
	Total valid votes	78548	36360488	36439036
VII.	Number of votes in favour of the resolution	77706	36340347	36418053
	Number of votes against the resolution	842	20141	20983
VIII.	Votes in favour of the resolution as a percentage of votes cast	98.928%	99.945%	99.942%

Note:

1. '*' Includes four cases comprising of 392 shares where the shareholders have partly exercised their vote and partly not voted for the resolution.
2. '#' Includes four cases where the shareholders have not voted for the resolution.
3. '\$' Includes 375 shares for which shareholders have not voted for the resolution.
4. '^' Includes thirteen cases who have not fully voted for the resolution and forty three cases which stands rejected.

- e) Resolution no 5 – Ordinary Resolution for appointment of Mr. Venkatesh Kasturiranjana 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	23459
II.	Total Shareholders to whom Postal Ballots send	14931	0	14931
	Total shareholders to whom email send	0	8528	8528
III.	Total shareholders who exercised their votes through Postal Ballots / Total Folios	465	143#	608
IV.	Number of Postal Ballots rejected and not voted	56^	0	56
	Number of shareholders	56^	0	56
	Number of shares	6025	0	6025
V.	Total No. of Valid Postal Ballots/e- voting	423	140	563
	Number of shareholders in favour	402*	134	536
	Number of shareholders against	7	6	13
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	95.035 %	95.714%	95.204 %
VI.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots/e-voting	84568	36360863\$	36445431
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	6025	275	6300
	Total valid votes	78543	36360588	36439131
VII.	Number of votes in favour of the resolution	78114	36359555	36437669
	Number of votes against the resolution	429	1033	1462
VIII.	Votes in favour of the resolution as a percentage of votes cast	99.454%	99.997%	99.996%

Note:

1. '*' Includes four cases comprising of 397 shares, where the shareholders have partly exercised their vote and partly not voted for the resolution.
2. '#' Includes three cases where the shareholders have not voted for the resolution.
3. '\$' Includes 275 shares for which shareholders have not voted for the resolution.
4. '^' Includes thirteen cases who have not fully voted for the resolution and forty three cases which stands rejected.

- f) Resolution no 6 – Ordinary Resolution for appointment of Ms. Madhabi Puri Buch 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	23459
II.	Total Shareholders to whom Postal Ballots send	14931	0	14931
	Total shareholders to whom email send	0	8528	8528
III.	Total shareholders who exercised their votes through Postal Ballots / Total Folios	465	143	608
IV.	Number of Postal Ballots rejected and not voted	56^	0	56
	Number of shareholders	56^	0	56
	Number of shares	6025	0	6025
V.	Total No. of Valid Postal Ballots/e- voting	423	143	566
	Number of shareholders in favour	400*	136	536
	Number of shareholders against	9	7	16
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	94.799%	95.105%	94.6700%
VI.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots/e-voting	84568	36360863	36445431
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	6025	0	6025
	Total valid votes	78543	36360863	36439406
VII.	Number of votes in favour of the resolution	77728	36359820	36437548
	Number of votes against the resolution	815	1043	1858
VIII.	Votes in favour of the resolution as a percentage of votes cast	98.962%	99.997%	99.995%

Note:

1. '*' Includes four cases comprising of 397 shares, where the shareholders have partly exercised their vote and partly not voted for the resolution.
2. '^' Includes thirteen cases who have not fully voted for the resolution and forty three cases which stands rejected.

Place: Pune
Date: 23rd March, 2015

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

