

6th March, 2017

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 30th January, 2017 whereby the Company informed and submitted to the Stock Exchange(s) the Notice of Postal Ballot dated 30th December, 2016.

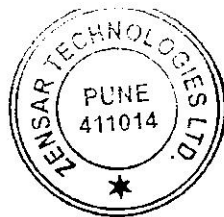
In pursuance of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results of the Postal Ballot is attached herewith alongwith the Report of Scrutinizer.

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

Thanking you,

For ZENSAR TECHNOLOGIES LIMITED


NILESH LIMAYE
COMPANY SECRETARY



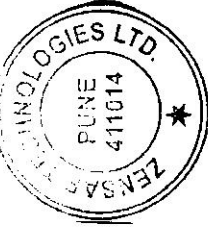
ZENSAR TECHNOLOGIES LIMITED

Date of the AGM/EGM	Postal Ballot
Total number of shareholders on record date	23236
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and promoter Group:	
Public:	
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and promoter Group:	
Public:	

Resolution 1 : Maintenance of the Register of the members and related books at a place other than the Registered Office of the Company

Resolution required : (Ordinary / Special)	Special Resolution
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 favor	No. of Votes against	% 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		21773275	100.00	21773275	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	21773275	0	0.00	0	0	0.00	0.00
	TOTAL	21773275	21773275	100.00	21773275	0	100.00	0.00
Public - Institutions	E-VOTING		14709263	83.97	14709263	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	17516477	0	0.00	0	0	0.00	0.00
	TOTAL	17516477	14709263	83.97	14709263	0	100.00	0.00
Public-Non Institutions	E-VOTING		20208	0.37	19504	704	96.52	3.48
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	5506918	24835	0.45	23962	873	96.48	3.52
	TOTAL	5506918	45043	0.82	43466	1577	96.50	3.50
TOTAL		44796670	36527581	81.54	36526004	1577	99.99	0.01



For Zensar Technologies Limited

M. L.
Mitesh Limaye
Company Secretary

Date: March 6, 2017

To,
The Chairman,
Zensar Technologies Limited,
Zensar Knowledge Park,
Kharadi, Plot No. 4, MIDC,
Off Nagar Road,
Pune - 411014

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

Dear Sir,

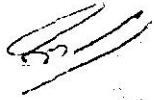
I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Zensar Technologies Limited ("the Company") for scrutinizing the voting process of the Postal Ballots [received upto March 1, 2017 (5.00 PM)] and voting through electronic mode [during January 31, 2017 (9.00 AM) to March 1, 2017 (5.00 PM)] on the proposed resolution as mentioned in the Postal Ballot Notice dated December 30, 2016. The cut-off date for e-voting as well as postal ballot was taken as December 30, 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 December 30, 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 ballot 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. The report of the same is annexed herewith.

I hereby declare that the Special Resolution 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 Special Resolutions as under:

- a) Resolution no. 1 – Maintenance of the Register of the members and related books at a place other than the Registered Office of the Company

Sr. No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	-	-	23236
II.	Total Shareholders to whom Postal Ballots sent	10911	-	10911
	Total shareholders to whom email sent	-	12325	12325
III.	Total shareholders who exercised their votes	106	185	291
IV.	Number of Postal Ballots rejected and/ or not voted	20*	0	20
	Number of shareholders	20*	0	20
	Number of shares	4000	0	4000
V.	Total no. of valid folios voted	89#	185	274
	Number of shareholders in favour	85	173	258
	Number of shareholders against	4	12	16
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	95.50%	93.51%	94.16%
VI.	Total votes (in terms of number of voting rights/shares) exercised	28835	36502746	36531581
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	4000	0	4000
	Total valid votes	24835	36502746	36527581
VII.	Number of votes in favour of the resolution	23962	36502042	36526004
	Number of votes against the resolution	873	704	1577
VIII.	Votes in favour of the resolution as a percentage of votes cast	96.48%	99.99%	99.99%

Notes:

1. '**' Includes three cases where the shareholders have not voted for the resolution and fourteen cases which stands rejected and three case where the shareholder have partly voted and partly not voted for the resolution.
2. '#' Includes three cases where the shareholders have partly voted and partly not voted for the resolution.

Place: Pune
Date: 06.03.2017

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

