


25th July, 2014

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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Sub: Clause 35A of the Listing Agreement – Voting Results

Dear Sir,

In Compliance with Clause 35A of the Listing Agreement, we are pleased to submit the following information in the prescribed format regarding voting results on the business transacted per the Notice of the 51st Annual General Meeting (AGM) of the Company held on 23rd July, 2014 at 12.00 Noon at the Registered Office of the Company.

Sr. No.	Particulars	Details
1	Date of Annual General Meeting	23 rd July, 2014
2	Total No. of Shareholders as on Cut off date (13 th June, 2014)	22,222
3	Total No. of Shareholders present in the Meeting either in person or through Proxy:	
	Promoters and Promoters Group	7
	Public	57
4	No. of Shareholders attended the meeting through Video Conferencing.	Nil

The mode of Voting was by way of E-Voting and by Poll at the Annual General Meeting. The Agenda Wise details are provided in the Annexure enclosed herewith.

You are requested to take the same on records.

Thanking You

FOR ZENSAR TECHNOLOGIES LIMITED



NILESH LIMAYE
COMPANY SECRETARY



S. V. Deulkar
Practicing company secretary
63, Ashoknagar, Pune -411007

Scrutinizer(s) Report

[Pursuant to rule section 108 of the companies Act, 2013 and rule 20(xi) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
51th Annual General Meeting of the Equity shareholders of Zensar Technologies Limited to be held on Wednesday, 23rd day of July, 2014 at 12:00 Noon at Zensar Knowledge Park, Plot no.4, Kharadi MIDC, Off Nagar Road – 411014.

Dear Sir,

I, S. V. Deulkar, Practicing Company Secretary, having office at 63, Ashoknagar, Pune 411007, have been appointed as scrutinizer of Zensar Technologies Limited (“the company”) for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 51th Annual General Meeting of the Equity shareholders of Zensar Technologies Limited to be held on Wednesday, 23rd day of July, 2014 at 12:00 Noon at Zensar Knowledge Park, Plot no.4, Kharadi MIDC, Off Nagar road – 411014. I submit my report as under:

1. The e-voting period remained open from 9th July, 2014 (9.00 a.m.) to 11th July, 2014 (6.00 p.m.)
2. The shareholders holding shares as on the “cut off” date i.e. 13th June, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the Notice of the 51th AGM of Zensar Technologies Limited.)
3. The votes were unblocked on 14th July, 2014 around 4.00 p.m in the presence of two witnesses, Mr. Sridhar Mudaliar (22 -A Hanuman Nagar, Pune - 411016) and Mr. Abhijeet Modak, (Prakash developers, S. No. 34, Opp W. N. C, Vadgaon sheri, Pune - 411014) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

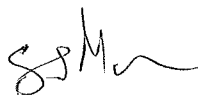


Name : Sridhar Mudaliar



Name : Abhijeet Modak





4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of National Security Depository Limited (URL: <https://www.evoting.nsdl.com/>)

5. The result of the e-voting is as under:

a) Resolution 1 – Adoption of Financial Statements for the year ended 31st March, 2014

(i) Voted **in favour** of the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
41	21330239	99.99%

(ii) Voted **against** the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
1	5	0.00002%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

b) Resolution 2 – To confirm the interim dividend and declare final dividend

(i) Voted **in favour** of the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
41	21342345	99.99%



(ii) Voted **against** the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
1	5	0.00002%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

c) Resolution 3 – Re-appointment of Mr. Arvind Agarwal who retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	21313641	99.87%

(ii) Voted **against** the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	28709	0.13%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

d) Resolution 4 – Re-appointment of Mr. John Levack who retire by rotation.



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(i) Voted **in favour** of the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
36	21323087	99.91%

(ii) Voted **against** the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	19203	0.09%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

e) Resolution 5 - Appointment of M/S Price Waterhouse, Chartered Accountants, Auditors

(i) Voted **in favour** of the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
36	21323136	99.93%

(ii) Voted **against** the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	14257	0.07%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



f) Resolution 6 – Appointment of Mr. Neeraj Bajaj as an Independent director.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
27	21160356	99.15%

(ii) Voted **against** the resolution:

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	181994	0.85%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. The register, all other papers and relevant records relating electronic voting shall remain in my safe custody until the chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar
Practicing Company Secretary
C. P. No. 965

Place: Pune
Date : 14th July, 2014



S. V. Deulkar
Practicing company secretary
63, Ashoknagar, Pune -411007

Scrutinizer's Report

[Pursuant to rule section 109 of the companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman

51th Annual General Meeting of the Members of Zensar Technologies Limited held on
Wednesday, 23rd day of July, 2014 at 12:00 Noon at Zensar Knowledge Park, Plot
No.4, Kharadi MIDC, off Nagar road - 411014.

Dear Sir,

I, S. V. Deulkar, Practicing Company Secretary having my office at 63, Ashoknagar, Pune 411007 and Mr. Shashikant Marathe having client ID No. IN30028010539992 having residential address Shashineel Bunglow, 125/1A/B, Plot no. 14, Paud Road, Kothrud, Pune - 411038 has been appointed as scrutinizer of Zensar Technologies Limited ("the company") for the purpose of the poll taken on below mentioned resolution(s), at the 51th Annual General Meeting of the Members of Zensar Technologies Limited to be held on Wednesday, 23rd day of July, 2014 at 12:00 Noon at Zensar Knowledge Park ,Plot no.4,Kharadi MIDC, off Nagar road - 411014. I submit my report as under:

1. After the time fixed for closing of the poll by the chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



1

S-S. Marathe

- a) Resolution 1 – Adoption of Financial Statements for the year ended 31st March, 2014

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37*	14461226	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	314

- b) Resolution 2 – To confirm the interim dividend and declare final dividend.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37*	14461226	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	314



S.S. Mankar

c) Resolution 3 –Re Appointment of Mr. Arvind Agarwal who retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37*	14461226	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	314

d) Resolution 4 – Re Appointment of Mr. John Levack who retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36*	14457986	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4*	3554



S. S. Deulkar

- e) Resolution 5 – Appointment of M/S. Price Waterhouse, Chartered Accountants, as auditors & fixing their remuneration

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37*	14461226	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	314

- f) Resolution 6 – Appointment of Mr. Neeraj Bajaj as an Independent director not liable to retire by rotation

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30*	10944306	75.68%

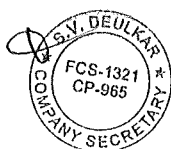
(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	3516813	24.31%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5*	421

*2 shareholders have voted less than their actual shareholding.



4
S.V. Deulkar

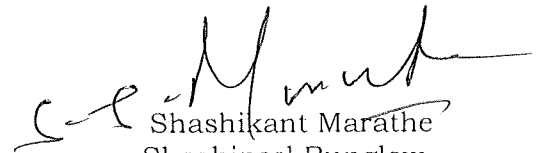
5. A list of equity shareholders who voted " FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
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6. The poll papers and other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar
Practicing Company Secretary
C. P. No. 965



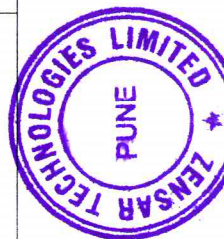
Shashikant Marathe
Shashineel Bunglow,
125/1A/B, Plot no. 14
Paud Road, Kothrud
Pune - 411038
Client ID No. IN30028010539992

Place: Pune
Date : 24th July, 2014

DETAILS OF VOTING ON BUSINESS TRANSACTIONS AS PER THE NOTICE OF AGM OF ZENSAR TECHNOLOGIES LIMITED HELD ON 23RD JULY, 2014.

ZENSAR TECHNOLOGIES LIMITED (CIN : L72200PN1963PLC012621)							
Clause 35A (Physical and e-Voting)							
Resolution 1 - Adoption of Accounts for the Year Ended 31 st March, 2014							
Promoter/Public	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 and Promoter Group	21130015	21130014	99.999995	21130014	0	100.000000	0.000000
Public – Institutional holders	15848587	13993650	88.295884	13993650	0	100.000000	0.000000
Public-Others	6875458	667806	9.712895	667801	5	99.999251	0.000749
Total	43854060	35791470	81.614952	35791465	5	99.999986	0.000014

ZENSAR TECHNOLOGIES LIMITED (CIN : L72200PN1963PLC012621)							
Clause 35A (Physical and e-Voting)							
Resolution 2 – Confirmation of Interim Dividend and payment of Final Dividend							
Promoter/Public	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 and Promoter Group	21130015	21130014	99.999995	21130014	0	100.000000	0.000000
Public – Institutional holders	15848587	14005756	88.372269	14005756	0	100.000000	0.000000
Public-Others	6875458	667806	9.712895	667801	5	99.999251	0.000749
Total	43854060	35803576	81.642557	35803571	5	99.999986	0.000014



For Zensar Technologies Limited

No. A. S.
Authorised Signatory

ZENSAR TECHNOLOGIES LIMITED (CIN : L72200PN1963PLC012621)

Clause 35A (Physical and e-Voting)

Resolution 3 – Re-Appointment of Mr. Arvind Agrawal

	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 and Promoter Group	21130015	21130014	99.999995	21130014	0	100.000000	0.000000
Public – Institutional holders	15848587	14005756	88.372269	13977052	28704	99.795056	0.204944
Public-Others	6875458	667806	9.712895	667801	5	99.999251	0.000749
Total	43854060	35803576	81.642557	35774867	28709	99.919815	0.080185

ZENSAR TECHNOLOGIES LIMITED (CIN : L72200PN1963PLC012621)

Clause 35A (Physical and e-Voting)

Resolution 4 – Re-appointment of Mr. John Levack

	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	21130015	21130014	99.999995	21130014	0	100.000000	0.000000
Promoter and Promoter Group	15848587	14005756	88.372269	13987018	18738	99.866212	0.133788
Public – Institutional holders	6875458	664506	9.664898	664041	465	99.930023	0.069977
Total	43854060	35800276	81.635032	35781073	19203	99.946361	0.053639

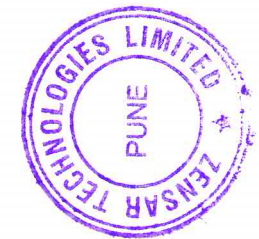


For Zensar Technologies Limited

M. A.
Authorised Signatory

ZENSAR TECHNOLOGIES LIMITED (CIN : L72200PN1963PLC012621)							
Clause 35A (Physical and e-Voting)							
Resolution 5 – Appointment of Statutory Auditors							
Promoter/Public	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 and Promoter Group	21130015	21130014	99.999995	21130014	0	100.000000	0.000000
Public – Institutional holders	15848587	14000799	88.340992	13987018	13781	99.901570	0.098430
Public-Others	6875458	667806	9.712895	667330	476	99.928722	0.071278
Total	43854060	35798619	81.631254	35784362	14257	99.960174	0.039826

ZENSAR TECHNOLOGIES LIMITED (CIN : L72200PN1963PLC012621)							
Clause 35A (Physical and e-Voting)							
Resolution 6 – Appointment of Mr. Niraj Bajaj							
Promoter/Public	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 and Promoter Group	21130015	21130014	99.999995	21130014	0	100.000000	0.000000
Public – Institutional holders	15848587	14005756	88.372269	10314788	3690968	73.646778	26.353222
Public-Others	6875458	667699	9.711339	659860	7839	98.825968	1.174032
Total	43854060	35803469	81.642313	32104662	3698807	89.669138	10.330862



For Zensar Technologies Limited

N. Bajaj
Authorised Signatory