



## **ZENSAR TECHNOLOGIES LIMITED**

**CIN L72200PN1963PLC012621**

**Regd. Off.:** Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar Road, Pune - 411 014

**Website:** [www.zensar.com](http://www.zensar.com) | **E-mail:** [investor@zensar.com](mailto:investor@zensar.com)

**Phone:** 020-66057500 | **Fax:** 020-66057888

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### **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]*

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014 (the "Rules") for the time being in force (including any statutory modification or re-enactment thereof), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), Ministry of Corporate Affairs ("MCA") General Circular Nos. 14, 17, 22 and 33/2020 dated April 8, 2020, April 13, 2020, June 15, 2020 and September 28, 2020 respectively ("MCA Circulars"), and subject to other applicable laws and regulations, that the Special Resolution(s) appended below is proposed to be passed by the Members of Zensar Technologies Limited (the "Company") by way of postal ballot through Remote E-voting process.

In view of the COVID-19 pandemic, MCA has advised the companies to consider all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis* for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by postal ballot, upto December 31, 2020.

Accordingly, the Company is sending Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company/KFin Technologies Private Limited (previously known as Karvy Fintech Private Limited), Registrar and Transfer Agent ("RTA") of the Company ("KFin" or "KFintech") or the Depository Participant(s). Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and postage pre-paid business reply envelope

will not be sent to the Members and Members are required to communicate their assent or dissent only through Remote E-voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (including any Committee(s) thereof) of the Company, at its meeting held on October 19, 2020, has appointed Sridhar Mudaliar (FCS 6156) and failing him, Sheetal Joshi (FCS 10480) of M/s. SVD & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process (through remote e-voting only) in a fair and transparent manner.

The proposed Special Resolution(s) and the Explanatory Statement(s) stating the facts as required in terms of Section 102 and Section 110 of the Act are appended hereto for your consideration and approval.

## **SPECIAL BUSINESS**

### **Item No. 1 – Divestment/disposal of equity shares of PSI Holding Group Inc. (step down subsidiary of the Company) held by Zensar Technologies Inc. (wholly owned subsidiary of the Company)**

*To consider and, if thought fit, to pass the following Resolution(s) as a Special Resolution(s):*

**“RESOLVED THAT** pursuant to Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 110 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with other applicable rules and regulations (including any statutory modification(s) thereof for the time being in force) and further pursuant to the memorandum and articles of association of the Company and subject to such other relevant, statutory, regulatory and/or governmental approvals as may be required, approval/consent/concurrence of the Members of the Company be and is hereby accorded for divestment/disposal etc. (hereinafter referred to as "Divestment", for the sake of brevity), of 100 equity shares (being 100% of its equity shareholding) of PSI Holding Group Inc. held by Zensar Technologies Inc., a material wholly owned subsidiary of the Company, to Service Express, LLC (“Buyer”), c/o Harvest Partners, LP 280 Park Avenue, 25<sup>th</sup> Floor, New York, New York 10017, USA by way of sale, transfer, assignment, disposal or otherwise, in one or more tranches, at such aggregate price comprising of USD 10 Million in cash on the closing date, subject to closing conditions and an additional deferred earnout of USD 5 Million based on performance, set out in the Stock Purchase Agreement (“SPA”) entered on October 19, 2020 on such terms and conditions with such modification(s) and in such manner as may be deemed necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted/delegated or hereinafter constitute/delegate to exercise one or more of its powers including the powers conferred herein above) of the Company, from time to time and THAT the Members of the Company take note of/consent to/approve/concur with Zensar Technologies IM Inc., USA and Zensar Technologies IM B.V., Netherlands, subsidiaries of PSI Holding Group Inc., ceasing to be the subsidiaries of the Company/ Zensar Technologies Inc., as part of this transaction(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution(s), including finalising, varying, settling, modifying the terms and conditions of the proposed transaction, to settle and finalise all issues that may arise in this regard, without requiring the Board to secure any further consent, concurrence or approval of the Members of the Company, to negotiate, finalise, amend, alter, modify, etc. the SPA and/or any other transaction documents (including providing such representations, warranties, indemnities and covenants etc. as may be required) and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modification thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities; to suitably inform and apply to all the concerned authorities, to settle any question, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may, in its absolute discretion, and in the best interest of the Company deem necessary, desirable or expedient, to give effect to the foregoing resolution(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate any or all of its powers vested in it by this resolution(s) to any of its Committee(s) or individual Director(s) or other Officer(s) or Executive(s) or such other persons like advisors, advocates, attorneys, lawyers, bankers, merchant bankers, investment bankers or any other appropriate agency or persons as may be necessary or desirable, and to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the transaction, without being required to seek any further consent, concurrence or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given their approval expressly by the authority of this resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respect.

**RESOLVED FURTHER THAT** certified true copy of this resolution(s) be provided to all concerned as and when required under the signature(s) of any one Director(s) or Chief Financial Officer or Company Secretary of the Company."

**By Order of the Board of Directors**

Date: October 19, 2020  
Place: Mumbai

Gaurav Tongia  
**Company Secretary**

**Registered Office:**

Zensar Knowledge Park, Plot#4, MIDC,  
Off Nagar Road, Kharadi, Pune 411014  
CIN: L72200PN1963PLC012621

## NOTES:

1. The Explanatory Statement as required, *inter-alia*, under Section 102 of the Act setting out the material facts relating to the proposed Special Resolution(s), is appended to and forms part of this Notice.
2. In view of COVID-19 pandemic and as per MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Member/Record of Depositories as on Friday, October 16, 2020 ("cut-off date") and whose email addresses are registered with the Company/Depositories on the said date.
3. In compliance with Section 108 and other applicable provisions of the Act, read with the related Rules, SEBI Regulations and other law(s) as applicable, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged services of KFin Technologies Private Limited for this purpose.
4. The communication of assent/dissent of the Members will only take place through the remote e-voting system.
5. Remote e-voting commences on Monday, October 26, 2020 (09.00 AM IST) and ends on Tuesday, November 24, 2020 (5.00 PM IST). Members are requested to follow the procedure as stated in the Procedure and Instructions for Remote e-voting for casting their vote.
6. Member(s) whose name(s) appear in the Register of Members / Record of Depositories as on cut-off date and have not registered / updated their respective email ID(s) may do the same, by following the procedure mentioned herein. Certain documents referred herein, shall be available for inspection accordingly, by the Members from the date of dispatch of this Notice up to November 24, 2020. Members seeking to inspect such documents can send an email to [investor@zensar.com](mailto:investor@zensar.com). A person who is not a Member as on the cut-off date, should treat this Notice for information purposes only. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Company Secretary or any other authorised personnel of the Company. The results of the Postal Ballot will be announced on or before 5.00 PM (IST) on Thursday, November 26, 2020. The said results would be displayed at the Registered Office of the Company and on its website at [www.zensar.com](http://www.zensar.com), KFinTech's website and simultaneously intimated to the Depositories, National Stock Exchange of India Limited and BSE Limited.
7. The Notice and Explanatory Statement with requisite enclosures, if any, have also been made available on the website of the Company i.e. [www.zensar.com](http://www.zensar.com) and on the website of the e-voting agency viz. <https://evoting.kfintech.com>. All dates and times mentioned herein, are as per Indian Standard Time.

8. A Member cannot exercise his/her vote through proxy on Postal Ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives and are requested to provide a proof of authorisation (board resolution/authority letter/power attorney, etc.) in favour of their authorised representatives to the Scrutinizer, by way of upload on the e-voting portal and an email to [deulkarcs@gmail.com](mailto:deulkarcs@gmail.com).
9. The resolution(s) passed by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. November 24, 2020 and as if they have been passed at a General Meeting of the Members.
10. The advertisement confirming dispatch of this Notice, by electronic mode, is also being published in the newspapers viz. Financial Express and Loksatta (Pune Edition). Requisite related filings made with the Stock Exchange(s), are available on the website of the Company and can be accessed by the Members on the weblink: <https://www.zensar.com/investors>.
11. Members who have not registered/updated their email IDs so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Contact Company's RTA, KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), by sending an email at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy) and Aadhar Card (self-attested scanned copy).
Demat Holding	Contact respective Depository Participant.

## **PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:**

1. Instructions and other information relating to remote e-voting are as under:
  - A. The remote e-voting facility will be available during the following voting period:
    - o Commencement of remote e-voting: From 9.00 AM (IST) on Monday, October 26, 2020.
    - o End of remote e-voting: Up to 5:00 PM (IST) on Tuesday, November 24, 2020. The remote e-voting facility shall be disabled thereafter.
  - B. In case a Member receives an email from KFinTech [for Members whose email IDs are registered with the Company / Depository Participant(s)] informing them of their User-Id and Password:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (ii) Enter the login credentials. Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote:

<b>User-ID</b>	For Members holding shares in Demat Form:
	a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL: 16 digits beneficiary ID
	For Members holding shares in Physical Form:
	Event no. followed by Folio Number registered with the Company.
<b>Password</b>	Your unique password shall be as indicated vide aforesaid email.
<b>Captcha</b>	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the EVENT (E-Voting Event Number) for Zensar Technologies Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios / Demat accounts shall choose the voting process separately for each of the folios / Demat accounts.

- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

C. Others:

- (I) Once the vote on resolution(s) is cast by a Member, the Member shall not be allowed to change it subsequently.
- (II) In case of any query, Members are requested to contact:  
Name: S. V. Raju  
Designation: Deputy General Manager  
E-mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Address: M/s KFin Technologies Private Limited, Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032.  
Contact details: Phone No. 040 6716 2222, Fax No. 040 2342 0814, Toll Free No. 18003454001
- (III) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being October 16, 2020 and Members holding share(s) on the said date will be entitled to cast their votes through remote-e-voting.



## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 1**

The Board of Directors ("Board") of the Company at its Meeting held on October 19, 2020, concurred/authorised Zensar Technologies Inc., USA ("Zensar Inc") to divest/dispose off 100 equity shares held by it in PSI Holding Group Inc., USA ["PSI"] ("proposed transaction"), subject to Members' approval.

Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Regulations") *inter-alia*, provides that selling, disposing and leasing of assets amounting to more than 20% (Twenty percent) of the assets of the material subsidiary on an aggregate basis during a financial year, shall require prior approval of Members by way of special resolution(s), unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court / Tribunal. Accordingly, since the proposed divestment of equity shares of PSI by Zensar Inc. will result in a disposal in excess of 20% (Twenty percent) of its assets during the financial year, the approval of Members of the Company, by way of Special Resolution(s), is being sought.

PSI along with its subsidiaries, is primarily engaged in Third Party Maintenance ('TPM') business. As part of its long-term strategy, the Company had identified two non-core businesses, comprising Rest of the World (RoW) business and the TPM business. The Company had divested the RoW business during 2019 and is now divesting the TPM business. The TPM business is not aligned with the core growth strategy of the Company and does not have underlying synergies, it is thus proposed to divest its investment in PSI and its subsidiaries, thus consequently the TPM business. This is in line with Company's commitment to focus on and invest in its core businesses which comprised about 96% of its revenues as on Q1FY21. During FY20, PSI and its subsidiaries carried on both TPM and non-TPM business. On the date of Board approval, PSI carries balances only related to TPM business. For FY20, TPM business in PSI and its subsidiaries had revenue of INR 15,350 Lakhs which is around 4% of the Consolidated Revenue and net worth of INR 8,302 Lakhs which is around 4% of the Consolidated net worth, respectively. Zensar Technologies IM Inc., USA and Zensar Technologies IM B.V., Netherlands, which are subsidiaries of PSI shall also cease to be the subsidiaries of the Company as entire ownership of these two entities would be transferred to the Buyer. On such disposal, the estimated loss would be in the range of USD 11-13 Million. Further details on aforesaid entities including their financial statements, can be accessed at the web link: <https://www.zensar.com/investor/financials>.

The Board is of the opinion that the proposed transaction is in the overall interest of the Company and recommends the Special Resolution(s) set out as Item No. 1 of this Notice for approval by the Members, *inter-alia*, under all the relevant provisions of the Act and SEBI Regulations.



None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives (as per the Act and Rules made thereunder) are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution(s), except to the extent of equity shares held by them in the Company.

**By Order of the Board of Directors**

Date: October 19, 2020

Place: Mumbai

Gaurav Tongia

**Company Secretary**

**Registered Office:**

Zensar Knowledge Park, Plot#4, MIDC,

Off Nagar Road, Kharadi, Pune 411014

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