

## ZENSAR TECHNOLOGIES LIMITED

Regd. Off.: Zensar Knowledge Park, Kharadi, Plot # 4, MIDC, Off Nagar Road, Pune 411 014  
(CIN L72200PN1963PLC012621)

### NOTICE

NOTICE IS HEREBY GIVEN THAT THE 52ND ANNUAL GENERAL MEETING OF THE MEMBERS OF ZENSAR TECHNOLOGIES LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT ZENSAR KNOWLEDGE PARK, PLOT #4, KHARADI MIDC, OFF NAGAR ROAD, PUNE 411014 ON TUESDAY, 14TH DAY, OF JULY, 2015 AT 12.00 NOON TO TRANSACT THE FOLLOWING BUSINESS:

#### **ORDINARY BUSINESS:**

##### **Item No. 1 – Adoption of Financial Statements.**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Auditors' Report thereon and the Report of the Directors along with the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 and the Auditors' Report thereon.

##### **Item No. 2 – Declaration of Dividend.**

To confirm payment of Interim Dividend and to declare a final Dividend on Equity Share Capital of the Company for the financial year ended 31st March, 2015.

##### **Item No. 3 – Re - appointment of Mr. H. V. Goenka.**

To appoint a Director in place of Mr. H. V. Goenka (DIN 00026726), who retires by rotation, and being eligible, offers himself for re-appointment.

##### **Item No. 4 – Appointment of Auditors.**

To appoint M/s Price Waterhouse, Chartered Accountants, Pune having ICAI Firm Registration No.301112E, as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

#### **SPECIAL BUSINESS:**

##### **Item No. 5 – Commission to Non-Executive Directors**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification (s) or re-enactment (s) thereof, ("the Act") and subject to such other necessary approvals, permissions and sanctions, as may be required and subject to such terms and modifications as may be specified while according such approvals; approval of the Members of the Company be and is hereby accorded for payment of Commission to the Non-Executive Director(s) of the Company who is/are neither in the whole time employment nor Managing Director(s), for each financial year commencing from 1st April, 2015 in accordance with and up to the limits laid down under Section 197 of the Act, and computed in the manner as specified in the Act, in such manner and up to such extent as the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) may so determine from time to time.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors and/or Chief Financial Officer and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard at any stage.”

By Order of the Board of Directors  
**NILESH LIMAYE**  
Company Secretary

Mumbai, 28<sup>th</sup> April, 2015

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT DULY COMPLETED APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as a proxy on behalf of not exceeding 50 (fifty) members and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. During the business hours of the Company , proxies are open for inspection for the period beginning before 24 (twenty four) hours from the commencement of the Meeting and ending with the conclusion of the meeting provided that an advance notice of not less than three days is given to the Company.
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send certified true copy of the Board resolution to the Company authorising their representative to attend and vote on their behalf at the Meeting.
3. SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) HAS THROUGH A CIRCULAR DIRECTED ALL THE COMPANIES TO PAY DIVIDEND THROUGH ELECTRONIC MODE. ACCORDINGLY ALL THE SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM ARE REQUESTED TO KINDLY UPDATE THEIR BANK ACCOUNT DETAILS WITH THEIR RESPECTIVE DEPOSITORY PARTICIPANTS (DP). SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO KINDLY INFORM THEIR BANK ACCOUNT DETAILS TO THE COMPANY AND/OR THE REGISTRAR AND SHARE TRANSFER AGENTS VIZ. SHAREPRO SERVICES (INDIA) PRIVATE LIMITED.
4. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out the material facts is annexed hereto.
5. Only registered Members carrying the attendance slip and the holders of valid proxies registered with the Company will be permitted to attend the Meeting.
6. In terms of the provisions of the Companies Act, 2013 and rules made thereunder and Articles of Association of the Company, Mr. H. V. Goenka retire by rotation and being eligible offer himself for re-appointment. A brief resume of Mr. H. V. Goenka along with nature of his expertise are given herewith and forms part of the notice convening the Annual General Meeting.
7. Members are requested to notify any change in their addresses specifying full address in block letters with PIN code of the post office, to the Company's Registrar and Share Transfer Agents at the following address:  
Sharepro Services (India) Pvt. Ltd.  
13AB Samhita Warehousing Complex  
Off. Andheri Kurla Road  
Sakinaka Telephone Exchange Lane  
Sakinaka, Andheri East  
Mumbai 400 072  
Tel : 91-022-67720300/400

8. Members are requested to bring their copy of the Annual Report with them to the Meeting.
9. Members desiring any information with regard to Accounts/Reports are requested to write to the Company Secretary at least ten days before the Meeting so as to enable the Management to keep the information ready.
10. The Company's Register of Members and Share Transfer Books will remain closed for the purpose of determining eligibility of the shareholders entitled to receive the dividend from 7th July, 2015 to 14th July, 2015 (both days inclusive).
11. The dividend recommended by the Board of Directors, on approval by the Members at the ensuing Annual General Meeting, will be paid to those Shareholders within thirty days from the date of declaration, whose names appear in the Company's Register of Members as on close of business day on 6th July, 2015.
12. Pursuant to the provisions of the Section 205A of the Companies Act, 1956, Company has transferred unpaid Dividend up to the year 2007 remaining unpaid for Seven years to Investors Education and Protection Fund (IEPF). Members who have not en-cashed their dividend warrants for the subsequent years are requested to send their Dividend Warrants for revalidation to the Company or its Registrar and Share Transfer Agents.
13. Investors may address their queries/communications to investor@zensar.com and/or sharepro@shareproservices.com
14. The Annual Report for 2014-15 is being sent through electronic mode only to the Members whose e-mail addresses are registered with the Company/Depository Participant (s) unless any Member has requested for physical copy of the Report. For Members who have not registered their e mail addresses, physical copies of the Annual Report for 2014-15 are being sent by permitted mode.
15. To support the Green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their Email Address with Depository/Company so that all communications / documents can be sent in electronic mode.
16. The voting for the agenda item shall be done by casting of votes by using Remote e-voting that is an electronic voting system from a place other than the venue of the Meeting (e-voting) or by Poll at the Meeting. Those who have exercised the option of e-voting shall be entitled to attend and participate in the Meeting but would not be entitled to vote at the Poll to be conducted at the venue of the AGM on the day of meeting.
17. Mr. S. V. Deulkar, Partner, SVD & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process and Poll in a fair and transparent manner.
18. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company and/or authorised person of the Company who shall declare the results.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.zensar.com and on the CDSL's website www.cdslindia.com and communicated to the Stock Exchanges immediately after declaration.
20. The information and instructions relating to e-voting are as below :
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote by way of e-voting at the 52nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
  - II. The e-voting period commences on 11th July, 2015 (9:00 am) and ends on 13th July, 2015 (5:00 pm). The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 7th July, 2015 that is the cut-off date, may cast their vote electronically.

- III. The Notice convening the Annual General Meeting along with Annual Report for the year 2014-15 is hosted on the Company's website [www.zensar.com](http://www.zensar.com) The Notice convening the Annual General Meeting has also been hosted on CDSL's website [www.cdslindia.com](http://www.cdslindia.com)
- IV. Any person who becomes Member after dispatch of Notice of the meeting and holding shares as on cut-off date that is 7th July, 2015 and who have updated their PAN with the Company/Depository Participant have to follow instructions as per points (VI) to (XXIII) below to vote through e-voting during the e voting period that commences on 11th July, 2015 (9:00 am) and ends on 13th July, 2015 (5:00 pm).
- V. Any person who becomes Member after dispatch of Notice of the meeting and holding shares as on cut-off date that is 7th July, 2015 and who have not updated their PAN with the Company/Depository Participant can send an email to [comapnysecretarial@zensar.com](mailto:comapnysecretarial@zensar.com) and [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com) to obtain sequence number and then they will have to follow instructions as per points (VI) to (XXIII) below to vote through e-voting during the e voting period that commences on 11th July, 2015 (9:00 am) and ends on 13th July, 2015(5:00 pm).
- VI. The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- VII. Click on Shareholders.
- VIII. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter complete Folio Number registered with the Company.
- IX. Next enter the Image Verification as displayed and Click on Login.
- X. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- XI. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (printed on attendance slip) in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (VIII).</p>

- XII. After entering these details appropriately, click on "SUBMIT" tab.
- XIII. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the Members for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- XIV. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XV. Click on the EVSN for <Zensar Technologies Limited> on which you choose to vote.
- XVI. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XVII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XVIII. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XIX. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XX. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XXI. If Demat account holder has forgotten his/her password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XXII. Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution or Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XXIII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 5:**

Presently, Company has a blend of proficient executive and Non-Executive Directors on its Board, each of whom adds value and brings independent view in the decision-making process. The Board is comprised of Nine Directors, one of which is an Executive Director and eight are Non-Executive Directors. Non-Executive Directors are not paid any remuneration except sitting fees for attending the Meetings of the Board of Directors or any of its Committees and Commission. In view of growing business of the Company and emerging business opportunities the Non- Executive Directors with their varied and rich experience are playing a greater role in the management of the Company. Their contribution is immensely important for ensuring appropriate directions with regard to leadership, vision, strategy, policy making, monitoring and achieving greater levels of performance. It has mandated them for additional mentoring and requirement to devote more time & attention to the Company. In terms of changing regulatory environment, their responsibility and accountability has also increased manifold. The Board therefore, recognizes the need to allow these Non-Executive Directors who are neither in whole time employment of the Company nor are appointed as the Managing Director(s) to draw additional remuneration by way of commission during each financial year commencing from 1st April, 2015 which shall not exceed 1% of the Net Profits of the Company for any year, computed in such manner as may be specified in the Companies Act, 2013, including any modification or re-enactment thereof ("the Act"), or such other higher limit as the Board may deem fit, subject however, to the approvals/sanctions/permissions required if any.

Nomination and Remuneration Committee shall recommend for approval to the Board the quantum of the Commission payable to the non-executive Director(s) from time to time considering their role and responsibility.

In view of the above, the Members approval is being sought pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013, if any, for the payment of commission to the Non-Executive Directors of the Company during each financial year commencing from 1st April, 2015. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board and Committees thereof.

The Board of Directors accordingly, recommends the resolution set out at Item No. 5 of the Notice for the approval of the Members.

All the Non Executive Directors of the Company who will be receiving the Commission are concerned or interested in this resolution set out at Item No. 5 of the accompanying Notice, to the extent of the Commission that may be payable to them from time to time.

The Vice Chairman and Managing Director, Key Managerial Personnel of the Company and their relatives are not concerned or interested in the said Resolution.

The Board of Directors recommend the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

## ADDITIONAL INFORMATION

### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

[Pursuant to Clause 49 of the Listing Agreement]

#### Brief Resume of Mr. H. V. Goenka

Mr. Harsh Vardhan Goenka aged 57 years is a Graduate in economics and MBA from the International Institute of Management Development (IMD), Switzerland. He is one of the prominent industrialists in India with extensive experience of over 30 years at the helm of RPG Group, one of India's largest conglomerates active in tyres, infrastructure, IT and speciality businesses. Mr. Goenka, a past President of the Indian Merchants' Chamber (IMC) serves on the Executive Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI) and is a Member of the Foundation Board of IMD, Lausanne, Switzerland. Mr. Goenka serves as the Chairman of the Company. He holds 774 equity shares in the Company as a Trustee of Crystal India Trust and is not related to any other Director of the Company.

Mr. Goenka holds directorship of the following Companies and does not hold position of Member of Committees of the Board in any of the Companies:

Directorships
CEAT Limited, Chairman of the Board
KEC International Limited, Chairman of the Board
R P G Enterprises Limited, Chairman of the Board
RPG Life Sciences Limited, Chairman of the Board
Bajaj Electricals Limited, Director
Spencer International Hotels Limited, Director
Raychem-RPG Private Limited, Chairman of the Board

By Order of the Board of Directors  
**NILESH LIMAYE**  
Company Secretary

Mumbai, 28<sup>th</sup> April, 2015



Your Transformation Partner

**Form No. MGT-11**

**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

(CIN L72200PN1963PLC012621)

Name of the Company : Zensar Technologies Limited  
Registered Office : Zensar Knowledge Park, Kharadi, Plot # 4, MIDC, Off Nagar Road, Pune 411 014

Name of the member(s) :  
Registered address :  
Email Id :  
Folio No./Client Id :  
DP ID :

I/We being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us on my / our behalf at the 52<sup>nd</sup> Annual General Meeting of the Company to be held on the 14<sup>th</sup> day of July, 2015 at 12.00 noon at Zensar Knowledge Park, Kharadi, Plot # 4, MIDC, Off Nagar Road, Pune 411 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1. Adoption of Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2015 (Ordinary Resolution)
- 2. Declaration of Dividend (Ordinary Resolution)
- 3. Re - appointment of Mr. H. V. Goenka as a Director of the Company. (Ordinary Resolution)
- 4. Appointment of Price Water House, Chartered Accountants as Auditors of the Company. (Ordinary Resolution)
- 5. Commission to Non-Executive Directors. (Special Resolution)

Signed this ..... day of ..... 2015

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

TEAR HERE