

17th February, 2016

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

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot and Postal Ballot Form for your kind records and dissemination.

Kindly take the same on record and acknowledge the receipt of the Communication.

Thanking you,

Yours faithfully,

For Zensar Technologies Limited



Rajiv Mundhra
Authorised Signatory



POSTAL BALLOT NOTICE [Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s), Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification, amendment or re-enactments thereto) that the Resolutions as appended below are passed by the Members of Zensar Technologies Limited (the Company) through postal ballot (which includes voting by electronic means). The Explanatory Statement pertaining to the aforesaid Resolutions setting out the material facts concerning each item and reasons therefor is annexed hereto along with Postal Ballot Form.

The Board of Directors has appointed Mr. S.V. Deulkar, Partner, SVD & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. You are requested to carefully read the instructions printed over the Postal Ballot Form, return your assent (for) or dissent (against) therein by filling necessary details and by signing at the designated place in the Postal Ballot Form and return the Form in original duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at: Mr. S.V. Deulkar, c/o Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar Road, Pune - 411014 or before 09:00 PM on 17th March, 2016. However, envelopes containing Form, if deposited in person or sent by courier or by Registered post at the expense of the registered Member, will also be accepted. The envelopes may also be deposited personally at the address given therein. Please note that the Postal Ballot Form(s) received after the said date and time will be treated as if they have been received after the time specified in terms of Rule 22(15) of the Rules.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and provisions of Section 108, Section 110 of the Act read with Rule 20 and 22 of the Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting. Detailed instructions to use the e-voting facility are given in the Notice.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the notice. Reference to Postal Ballot(s) in this notice includes votes received electronically.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company and in his absence to the Managing Director and/or officer of the Company not later than 22nd March, 2016. Thereafter, the results of the Postal Ballot will be declared by the Chairman/Managing Director/ Director authorized officer of the Company at the Registered Office of the Company not later than 22nd March, 2016.

The results declared along with Scrutinizer's Report shall be posted on the website of the Company i.e. www.zensar.com and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com. The results shall be intimated to the Stock Exchange(s) where the shares of the Company are listed and through advertisement in newspapers. The date of declaration of results of the Postal Ballot shall be deemed to be the date of passing of the Resolutions.

Item No. 1 Appointment of Mr. Sudip Nandy (DIN: 07199187) as an Independent Director not liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule VI to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Sudip Nandy (DIN: 07199187) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 15th July, 2015 pursuant to provisions of Section 161 of the Act and Article 115 of the Articles of Association of the Company who holds office up to the date of the next Annual General meeting in respect of which the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Directorship of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office till 14th July, 2020."

"FURTHER RESOLVED THAT any of the Directors of the Company, Mr. S. Balasubramanian, Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things including but not limited to filing of necessary e-forms with the Registrar of Companies, to give effect to the above resolution."

Item No. 2 Amendments to Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, read with relevant Rules, approval of all members and all other statutory provisions may be applicable and subject to such other approvals and sanctions as may be required in this respect, approval of the Members and is hereby granted to amend the Articles of Association by way of addition of the following Articles after Article No. 191:

- 192. Articles 192 through 196 (inclusive) shall prevail notwithstanding anything to the contrary contained hereinafter.
193. The Investor shall have the right to nominate a director and one Investor Nominee shall be a director of the Company in accordance with the Investment Agreement, subject to Article 196.
194. Except with the affirmative vote of the Investor, the Articles of Association of the Company shall not be modified in any manner to affect the rights of the Investor under Articles 192 through 194 (inclusive).
195. In Articles 192 through 194 (inclusive), all capitalized terms shall have the meanings ascribed to them in that certain agreement dated October 29, 2015 between the Marina Holdings (Pty) Limited and the Company ("Investment Agreement").
196. Article 192 through Article 195 (inclusive) shall cease to be effective immediately upon the Investment Agreement being terminated in accordance with the terms thereof."

FURTHER RESOLVED THAT any of the Directors of the Company, Mr. S. Balasubramanian, Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary of the Company be and is hereby severally authorized to do all the necessary deeds, things, actions as may be required to give effect to this resolution, rules and regulations.

Item No. 3

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT the number of Performance Award Units that may be granted to any employee including any Director of the Company (not being an individual director) in any financial year and in aggregate under the EPAP 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company."

"FURTHER RESOLVED THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organization, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the voting as aforesaid 800,000 (Eight Lacs) of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment."

"FURTHER RESOLVED THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Unit Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of 10 per Equity Shares of the Company to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"FURTHER RESOLVED THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the EPAP 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may be at its absolute discretion deemed fit, for such purposes and to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the EPAP 2016 and do all other things incidental and ancillary thereto."

"FURTHER RESOLVED THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the EPAP 2016."

"FURTHER RESOLVED THAT any of the Directors of the Company, Mr. S. Balasubramanian, Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the EPAP 2016 on the Stock Exchange, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"FURTHER RESOLVED THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may be at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of EPAP 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange, and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

B. Grant of Performance Award Units to the employees of the Subsidiary Company(s) of the Company under Zensar Technologies Limited - Employee Performance Award Unit Plan 2016 (EPAP 2016)

To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBE Regulations") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, conferred by this resolution) to create, offer and grant from time to time such number of Performance Award Units (PAUs) to the permanent employees including the Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) whether whole time or otherwise, whether working in India or out of India of any existing and future Subsidiary Company(s) of the Company (whether in or outside India, as may be decided solely by the Board) under the Zensar Technologies Limited - Employee Performance Award Unit Plan 2016 (hereinafter referred to as the "EPAP 2016"), exercisable into not more than the overall ceiling limit of 800,000 (Eight Lacs) fully paid-up Equity Shares of the Company in aggregate, of face value of Rs. 10/- each, as mentioned in resolution A above, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations in force."

FURTHER RESOLVED THAT the Board and any committee formed for this purpose be and is hereby authorized to issue and allot Equity Shares upon exercise of Performance Award Units from time to time in accordance with the EPAP 2016 and such Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

FURTHER RESOLVED THAT the number of Performance Award Units (U) that may be granted to any employee including any Director of the Subsidiary Company(s) (not an independent director), in any financial year and in aggregate under the EPAP 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company."

"FURTHER RESOLVED THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organization, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the voting as aforesaid 800,000 (Eight Lacs) of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment."

"FURTHER RESOLVED THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Unit Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of 10 per Equity Shares of the Company to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"FURTHER RESOLVED THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the EPAP 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may be at its absolute discretion deemed fit, for such purposes and to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the EPAP 2016 and do all other things incidental and ancillary thereto."

"FURTHER RESOLVED THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the EPAP 2016."

"FURTHER RESOLVED THAT any of the Directors of the Company, Mr. S. Balasubramanian, Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the EPAP 2016 on the Stock Exchange, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"FURTHER RESOLVED THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may be at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of EPAP 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange, and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

Item No. 3 Appointment of Mr. Shashank Singh (DIN: 02826978) as Non-Independent and Non-Executive Director liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification) or re-enactment thereof, for the time being in force), Mr. Shashank Singh (DIN: 02826978) who was appointed as an Additional Non-Independent and Non-Executive Director of the Company by the Board of Directors w.e.f. 20th October, 2015 pursuant to provisions of Section 161 of the Act and Article 115 of the Articles of Association of the Company and who holds office up to the date of the next Annual General meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Directorship of the Company, be and is hereby appointed as a Non-Independent and Non-Executive Director of the Company, liable to retire by rotation."

"FURTHER RESOLVED THAT any of the Directors of the Company, Mr. S. Balasubramanian, Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things including but not limited to filing of necessary e-forms with the Registrar of Companies, to give effect to the above resolution."

Item No. 4 Appointment of Mr. Sandeep Kishore (DIN: 07353680) as Managing Director and Chief Executive Officer of the Company

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 ("the Act"), and the Rules made thereunder (including any statutory modification or re-enactment) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Sandeep Kishore (DIN: 07353680), who was appointed as an Additional Director and Managing Director and Chief Executive Officer of the Company by the Board of Directors of the Company with effect from January 12, 2016, and who holds office until the date of the next annual general meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Sandeep Kishore as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

FURTHER RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act (including any statutory modification or re-enactment) thereof, for the time being in force) and subject to the approval of the Central Government and all other applicable Regulatory approvals, the approval of members of the Company be and is hereby accorded to the appointment of Mr. Sandeep Kishore as Managing Director and Chief Executive Officer with effect from January 12, 2016 for a period of five years on the remuneration and perquisites and subject to the terms and conditions set out in the Explanatory Statement appended to this Notice in terms of Section 192(1) of the Act, as settled by the Board of Directors in its meeting held on January 19, 2016 on recommendation of Nomination and Remuneration Committee and Employment Contract between the Company and Mr. Sandeep Kishore:

- 1. Annual Salary: Salary of USD 800,000 per year, payable monthly in twelve equal instalments.
2. Annual Performance Bonus: Annual Performance Bonus of USD 300,000 per annum as per Company policy.
3. Benefits: Benefits of 401(k) and health insurance plans and program generated made available from time to time to senior executive officers as per Company's policy.
4. Reimbursement for Business Expenses: Reimbursement of all reasonable business expenses in connection with the performance of duties, reasonable expenditures for business entertainment and travel, upon submission of the required documentation and in line with Company Policy.
5. Term: The term of the Employment Agreement shall be for 5 years), beginning 12th January, 2016.
6. Stock Options: 125,000 Stock Options under Employee Stock Option Plan, 2006 and additional options up to 300,000 under proposed new Zensar Technologies Limited - Employee Stock Option Plan, 2016.
7. Location: San Jose, California, USA.
8. Notice Period: 6 months.
9. Joining Bonus: USD 1,750,000 as per the conditions stipulated in the Employment Contract.

FURTHER RESOLVED THAT notwithstanding anything herein above stated, where in any financial year during the tenure of Mr. Sandeep Kishore, Managing Director and Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company shall pay Mr. Sandeep Kishore the remuneration as may be decided by the Nomination and Remuneration Committee of the Directors, as set out in the Employment Agreement as minimum remuneration, however not exceeding the limits specified under Section 1 of Part I of Schedule V of the Act for the time being in force (including any statutory modification or re-enactment) thereof, or such other amount as may be prescribed by the Government from time to time as minimum remuneration.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act (including any statutory modifications or re-enactment) thereof, for the time being in force.

FURTHER RESOLVED THAT any of the Directors of the Company, Mr. S. Balasubramanian, Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things including but not limited to filing of necessary e-forms with the Registrar of Companies, to give effect to the above resolution."

Item No. 5 Approval of Zensar Technologies Limited - Employees Stock Option Plan 2016 (EPAP 2016)

To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2014 (hereinafter referred to as "SEBI SBE Regulations") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded respectively to the Zensar Technologies Limited - Employee Performance Award Unit Plan 2016 (EPAP 2016) (hereinafter referred to as the "EPAP 2016") and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, conferred by this resolution) to create, offer and grant from time to time such number of Performance Award Units (PAUs), to the permanent employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) whether whole time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not more than 800,000 (Eight Lacs) fully paid-up Equity Shares of the Company in aggregate, of face value of Rs. 10/- each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the EPAP 2016 and in due compliance with the applicable laws and regulations in force."

"FURTHER RESOLVED THAT the Board and any committee formed for this purpose be and is hereby authorized to issue and allot Equity Shares upon exercise of Performance Award Units from time to time in accordance with the EPAP 2016 and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

Item No. 6

To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT the number of Performance Award Units that may be granted to any employee including any Director of the Company (not being an individual director) in any financial year and in aggregate under the EPAP 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company."

"FURTHER RESOLVED THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organization, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the voting as aforesaid 800,000 (Eight Lacs) of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment."

"FURTHER RESOLVED THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Unit Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of 10 per Equity Shares of the Company to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"FURTHER RESOLVED THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the EPAP 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may be at its absolute discretion deemed fit, for such purposes and to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the EPAP 2016 and do all other things incidental and ancillary thereto."

"FURTHER RESOLVED THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the EPAP 2016."

"FURTHER RESOLVED THAT any of the Directors of the Company, Mr. S. Balasubramanian, Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the EPAP 2016 on the Stock Exchange, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"FURTHER RESOLVED THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may be at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of EPAP 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange, and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

By Order of the Board of Directors (NILESH LIMAYE) Company Secretary

Membership No: AAO75 Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar Road, Pune - 411014

Notes: 1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out the material facts for the above items are annexed hereto. 2. This Postal Ballot Notice is being sent e-mail to those Members who have registered their e-mail address with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address with their DP shall receive the Postal Ballot Form through courier / registered post. 3. In compliance with and provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 102 of the Act, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting. Detailed instructions to use the e-voting facility are given in the Notice. 4. Please note that e-voting is optional. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical form or e-voting. If the Members opt for e-voting, then they should not vote through physical form and vice versa. However, in case Members cast their vote through physical form and e-voting, then voting done through e-voting shall be considered and voting done through physical form will be ignored by the scrutinizer. 5. In case a Member is desirous of obtaining Postal Ballot in physical form or a duplicate thereof, the Member may write or send an e-mail to the Company Secretary at companyssecretarial@zensar.com or send an e-mail to Registrar and Transfer Agent of the Company at shree@nsdl.com or shree@nsdl.com. The Company shall forward the Postal Ballot Form along with self-addressed postage pre-paid Business Reply Envelope to the Member. 6. The Postal Ballot Notice will be uploaded on the Company's website viz., www.zensar.com and on the website of NSDL viz., www.evoting.nsdl.com. 7. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 15th February, 2016. 8. Persons who are not a Member on 1st February, 2016 should treat this Notice for information purposes only. 9. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays and Sundays from 10:00 A.M. to 1:00 P.M. from date of dispatch of Notice till 17th March, 2016. 10. Instructions for voting: Voting through Physical Postal Ballot Form: -> A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) by placing the tick mark (X) at the appropriate box and send it to the Scrutinizer in the attached self-addressed postage pre-paid Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot Form by courier or registered post or delivers it in person or hand or by express, such Postal Ballot Form will also be accepted. -> The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the attached self-addressed postage pre-paid Business Reply Envelope directly to the Scrutinizer as as to reach the Scrutinizer before 5:00 PM, on 17th March 2016. Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form shall be permitted accepted. Voting through Electronic means: -> In case of Members receiving Postal Ballot intimation by e-mail Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and provisions of Section 108, Section 110 and Section 115 of the Act read with Rule 20 and 22 of the Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot forms by post through e-voting Services provided by National Securities Depository Limited (NSDL). The instructions for voting are as under: I. Open email and open PDF file viz., "Zensar Tech e-Voting.pdf" with your Client ID No. Folio No. as password. The said PDF file contains your user name and 22 of the February, 2016 (09:00 A.M.) and ends on 17th March, 2016 (5:00 P.M.) (both days inclusive). During this period, Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting mode will be disabled by NSDL, thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently. II. The Scrutinizer will submit his report to the Chairman of the Company and in his absence to the Managing Director and/or officer of the Company not later than 22nd March, 2016. Thereafter, the results of the Postal Ballot will be declared by the Chairman/Managing Director/ Director authorized officer of the Company at the Registered Office of the Company not later than 22nd March, 2016.

Voting through Physical Postal Ballot Form:

-> A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) by placing the tick mark (X) at the appropriate box and send it to the Scrutinizer in the attached self-addressed postage pre-paid Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot Form by courier or registered post or delivers it in person or hand or by express, such Postal Ballot Form will also be accepted.

-> The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the attached self-addressed postage pre-paid Business Reply Envelope directly to the Scrutinizer as as to reach the Scrutinizer before 5:00 PM, on 17th March 2016. Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form shall be permitted accepted.

Voting through Electronic means:

-> In case of Members receiving Postal Ballot intimation by e-mail Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and provisions of Section 108, Section 110 and Section 115 of the Act read with Rule 20 and 22 of the Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot forms by post through e-voting Services provided by National Securities Depository Limited (NSDL). The instructions for voting are as under:

- I. Open email and open PDF file viz., "Zensar Tech e-Voting.pdf" with your Client ID No. Folio No. as password. The said PDF file contains your user name and 22 of the February, 2016 (09:00 A.M.) and ends on 17th March, 2016 (5:00 P.M.) (both days inclusive). During this period, Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting mode will be disabled by NSDL, thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
II. The Scrutinizer will submit his report to the Chairman of the Company and in his absence to the Managing Director and/or officer of the Company not later than 22nd March, 2016. Thereafter, the results of the Postal Ballot will be declared by the Chairman/Managing Director/ Director authorized officer of the Company at the Registered Office of the Company not later than 22nd March, 2016.
III. In case of any queries, you may refer the Frequently Asked Questions (FAQ) for shareholders and E-voting User manual for shareholders available at the Downloads Section of www.evoting.nsdl.com
IV. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
V. Click on Shareholder - Login
VI. Put user id and password as initial password/PIN noted in step I (above). Click Login
VII. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digit characters and must contain one upper case and one lower case character and one special character.
VIII. Home page displays. Members are strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
IX. Home page displays options for e-voting: Active Voting Cycles.
X. Select EVEN - Zensar Technologies Limited.
XI. Now you are ready for voting as Cast Vote page opens.
XII. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
XIII. Upon confirmation, the message "Vote cast successfully" will be displayed.
XIV. You have voted on the resolution (i.e. you will not be allowed to modify your vote.
XV. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the PAN card and a copy of the share certificate to the Scrutinizer through e-mail to deulkars@gmail.com or companyssecretarial@zensar.com with a copy marked to voting@nsdl.com in

-> In case a Member receives physical copy of the Notice of Postal Ballot (For Members whose email IDs are not registered with the Depository Participant(s)) or requesting physical copy: I. Initial password is provided as below at the bottom of the Postal Ballot Form EVEN (E Voting Even Number) USER ID: PASSWORDPIN

II. Please follow all steps from Sl. No. (III) To Sl. No. (XIV) above to cast vote. III. The e-voting period will commence on 17th February, 2016 (09:00 A.M.) and ends on 17th March, 2016 (5:00 P.M.) (both days inclusive). During this period, Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting mode will be disabled by NSDL, thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.

12. The Scrutinizer will submit his report to the Chairman of the Company and in his absence to the Managing Director and/or officer of the Company not later than 22nd March, 2016. Thereafter, the results of the Postal Ballot will be declared by the Chairman/Managing Director/ Director authorized officer of the Company at the Registered Office of the Company not later than 22nd March, 2016.

Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Authorized Officials of the Company not later than 22nd March, 2016 at the Registered Office of the Company. The said results will also be intimated to the Stock Exchange(s) where the shares of the Company are listed, published in the newspapers and updated on the Company's website viz., zensar.com and the website of NSDL viz., www.evoting.nsdl.com.

EXPLANATORY STATEMENT (Statement setting out material facts under Section 192 of the Companies Act, 2013)

Item No. 1 of the Notice Mr. Sudip Nandy was appointed as Additional Director at the Board Meeting held on 15th July, 2016. The term of his office extends up to the date of the ensuing Annual General Meeting. Notice as per the provision of Section 160 of the Companies Act, 2013 has been offered in writing from members proposing the candidature of Mr. Sudip Nandy for the office of the Director of the Company along with deposit of Rs. 100,000.00

In the opinion of the Board, Mr. Sudip Nandy fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Chief resume of Mr. Sudip Nandy, nature of his expertise in specific functional areas, names of companies in which he holds directorships, memberships of the Board's Committees, shareholding in the Company and relationships between Directors inter-se as stipulated in Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is given herein under and forms part of the Notice. Having regard to his background and wide experience, the appointment of Mr. Sudip Nandy will be in the interest of the Company.

Copy of the draft letter of appointment of Mr. Sudip Nandy as Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company till 17th March, 2016.

Mr. Sudip Nandy and his relatives do not hold any shares in the Company.

None of the other Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sudip Nandy to whom the resolution relates is, in any way, concerned or interested, financially or otherwise in this resolution.

Accordingly the Board recommends the Ordinary Resolution set out in Item No. 1 of the Notice for approval by the Members of the Company.

Item No. 2 of the Notice In October, 2015, Marina Holdco (FPI) Ltd, a Fund advised by Apex Partners purchased 1,00,01,004 equity shares of the Company from Electra Partners Mauritius Ltd consisting of approximately 23.23% of the total paid up share capital of the Company.

As per one of the conditions of the Investment Agreement signed on 29th October, 2015 with Marina Holdco (FPI) Ltd, a Fund advised by Apex Partners, the Company requires to amend the Articles of Association of the Company by adding Articles 192 to 196 at the end after current Article No. 191.

A copy of the Articles of Association of the Company containing the proposed amendments will be open for inspection by the Members of the Company at the Registered Office of the Company between 10.00 A.M. and 12.00 noon on all working days of the Company till 17th March, 2016.

None of the other Directors or Key Managerial Personnel of the Company or their relatives, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Resolution set out in Item No. 2 for the approval of members as special resolution.

Item No. 3 of the Notice Marina Holdco (FPI) Ltd (Marina) a Fund advised by Apex Partners nominated Mr. Shashank Singh for appointment as a Director of the Company pursuant to the Investment Agreement executed between Marina and the Company.

Accordingly, Mr. Shashank Singh was appointed as Non-Independent and Non-Executive Director at the Board Meeting held on 20th October, 2015. The term of his office extends up to the date of the ensuing Annual General Meeting. Notice as per the provision of Section 160 of the Companies Act, 2013 has been received in writing from members proposing the candidature of Mr. Shashank Singh for the office of the Director of the Company along with deposit of Rs. 100,000.00

A brief resume of Mr. Shashank Singh, nature of his expertise in specific functional areas, names of companies in which he holds directorships, memberships of the Board's Committees, shareholding in the Company and relationships between Directors inter-se as stipulated in Regulation 36 (3) of the Listing Regulations is given herein under and forms part of the Notice.

Mr. Shashank Singh and his relatives do not hold any shares in the Company.

None of the other Directors or Key Managerial Personnel of the Company or their relatives except Mr. Shashank Singh to whom the resolution relates is, in any way, concerned or interested, financially or otherwise in this resolution.

Accordingly the Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for approval by the Members of the Company.

Item No. 4 of the Notice The term of appointment of Dr. Ganesh Natarajan as Vice Chairman and Managing Director was due to expire on 30th April, 2016. In view of that, the Nomination and Remuneration Committee had initiated a search some months ago for Dr. Ganesh Natarajan's successor and finalized Mr. Sandeep Kishore, a non-resident as his successor.

Upon the recommendations of the Nominations and Remuneration Committee the Board at its meeting held on 14th December, 2015 appointed Mr. Sandeep Kishore as Managing Director and Chief Executive Officer with effect from 12th January, 2016 for a period of 5 (Five) years and ratified payment of remuneration in its meeting held on 19th January, 2016.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.100,000.00 proposing the candidature of Mr. Sandeep Kishore for the office of the Director.

The Company has received from Mr. Sandeep Kishore (i) Consent in writing to act as director / managing director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) Information in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

A brief resume of Mr. Sandeep Kishore, nature of his expertise in specific functional areas, names of companies in which he holds directorships, memberships of the Board's Committees, shareholding in the Company and relationships between Directors inter-se as stipulated in Regulation 36 (3) of the Listing Regulations is given herein under and forms part of the Notice. Having regard to his background and wide experience, the appointment of Mr. Sandeep Kishore will be in the interest of the Company.

The terms and conditions of his appointment include Annual Salary, Annual Performance bonus, Benefits, Reimbursement for Business Expenses.

7. Exercise period and the process of Exercise: The PAUs granted may be exercised by the PAU Grantee at any time within the period determined by the Nomination and Remuneration Committee from time to time subject to a maximum period of two and half months from the end of calendar year in which Vesting happens for the respective PAUs.

The Vested Units shall be exercisable by the employees by a written application to the Company expressing his / her desire to exercise such Units in such manner and on such form as may be prescribed by the Nomination and Remuneration Committee from time to time. The Units shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees under EPAP 2016: The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration / Compensation Committee from time to time.

The employees would be granted Units under the EPAP 2016 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Nomination and Remuneration / Compensation Committee from time to time.

9. Maximum number of Units to be issued per employee and in aggregate: The number of Units that may be granted to any specific employee of the Company or of its Subsidiary Company under EPAP 2016, in any financial year and in aggregate under the EPAP 2016 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

10. Maximum Quantum of benefits to be provided per employee under the EPAP 2016: The Maximum quantum of benefits underlying the Units issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of Units.

11. Source of Shares: The Scheme contemplates new issue of Shares by the Company ("Primary Shares").

12. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.: Company is not providing any loan for EPAP, 2016 purpose, as Company is directly implementing the plan.

13. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase of the scheme: The Company is implementing EPAP, 2016 by dealing in/ acquiring Equity Shares directly from the Company ("Primary Shares").

14. Accounting and Disclosure Policies: The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

15. Method of Unit Valuation: To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the Units granted. The difference between the employee compensation cost computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Units and the impact of this difference on profits and on Earnings per Share (EPS) of the company shall also be disclosed in the Board's report.

Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under and as per Regulation 6 of the SEBI (SBEI) Regulations.

None of the Directors, KMPs and their relatives of the Company is concerned or interested in any way in this Resolution.

Details of Directors seeking appointment/reappointment

1. Mr. Sudip Nandy

Mr. Sudip Nandy, aged 57 is seasoned executive with over 30 years of experience. Worked in and managed diverse teams in North America, Europe and India. Deep knowledge and expertise in the Information Technology, Design Thinking, Embedded Engineering & Telecommunications and Emerging Technologies. Breadth of experience spanning General Management, Strategy, Innovation, M&A and post M&A Integration, Branding, Marketing and Sales.

He has been associated with Amperre Vehicles and Arizon Agrotech as Director and Human Learning, UK as an Advisor. He served as Chairman of Ancient India and as CEO and Board Member of Ancient Inc. Before that he was associated with Wipro and served in various capacities as General Manager and Vice President-Europe, Chief Strategy Officer and President - Technology, Media and Telecom. He was also Founder of VP Products & Marketing, Entrink Inc., Silicon Valley start-up with majority ownership by Wipro.

Mr. Sudip Nandy holds Directorships in following Companies/Associations and does not hold position of Chairman/Member of any of the Committees.

Directorships/Other Associations:

Table with 2 columns: Name of the Company, Designation. Rows include Arizon Agrotech Private Limited (Director), Empayr Payment India Private Limited (Investor), Amperre Vehicles Private Limited (Investor & Advisor).

Term, Stock Options, Location, Notice Period, Joining Bonus and Minimum remuneration in case of inadequacy of profits are as mentioned in the resolution No. 4 hereunder.

Mr. Sandeep Kishore satisfies all the conditions as set out in Part I of Schedule V to the Act except being resident in India and also conditions as set out under sub section (3) of Section 196 of the Companies Act, 2013 for being eligible for appointment.

The above abstract may be treated as a written Memorandum setting out the terms of appointment of Mr. Sandeep Kishore under Section 190 of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof) for the time being in force) for the appointment of Mr. Sandeep Kishore as the Managing Director and Chief Executive Officer of the Company and payment of remuneration. On receiving Member's approval, the Company will make an application to the Central Government for appointment of Mr. Sandeep Kishore as the Managing Director and Chief Executive Officer of the Company and payment of remuneration.

Mr. Sandeep Kishore and his relatives do not hold any shares in the Company.

None of the other Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sandeep Kishore to whom the resolution relates is, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members as Special Resolution.

Item No. 5 of the Notice Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Company (ies) for their continuous hard work, dedication and support, which has led the Company and the Subsidiary Company(ies) on the growth path. The Company intends to implement Zensar Technologies Limited - Employee Performance Award Unit Plan 2016 (EPAP 2016) with a view to attract and retain key talents working with the Company and its Subsidiary Company(ies) by way of rewarding their performance and motivate them to contribute to overall corporate growth and profitability.

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, (SEBI (SBEI) Regulations), the Company seeks members' approval in respect of EPAP 2016 and grant of Units to the eligible employees/ Directors of the Company that of its Subsidiary Company(ies) as decided by the Nomination and Remuneration Committee from time to time in due compliance of the SEBI (SBEI) Regulations.

The main features of the EPAP 2016 are as under:

1. Brief Description of the Scheme(s): This proposed Scheme called the Zensar Technologies Limited - Employee Performance Award Unit Plan 2016 (EPAP 2016) is intended to reward the Eligible Employees of the Company and its Subsidiary Company(ies) in India and abroad, for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views Employee Performance Units as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The Company in terms of the said Regulations contemplates to enable the implementation of EPAP 2016 by dealing in/ acquiring Equity Shares directly from the Company ("Primary Shares").

2. Total number of Units to be granted: Such number of Units would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Company(ies) under EPAP 2016, in one or more tranches exercisable into not exceeding more than 800,000 (Eight Lacs) Equity Shares in the Company of face value of Rs. 10/- each fully paid-up.

Vested Units lapsed due to non-exercise and/or unvested Units that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed/ cancelled Units as per the provisions of EPAP 2016, within overall ceiling.

The SEBI (SBEI) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Units granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI (SBEI) Regulations.

3. Identification of classes of employees entitled to participate in EPAP 2016: Following classes of employees are entitled to participate in EPAP 2016: a) Permanent employees of the Company working in India or out of India; b) Directors of the Company; and c) Permanent employees and Directors of the Subsidiary Company(ies).

Following persons are not eligible: a) an employee who is a Promoter or belongs to the Promoter Group; b) a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and c) an Independent Director within the meaning of the Companies Act, 2013.

4. Requirements of vesting and period of vesting: The Units granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Units would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Units granted would vest subject to the minimum vesting period of 1 (one) year.

5. Maximum period within which the Units shall be vested: Units granted under EPAP 2016 would vest subject to maximum period of 5 (five) years from the date of grant of such Units.

6. Exercise price or pricing formula: The Exercise Price shall be equal to face value of shares i.e. Rs. 10.00 per equity shares eligible on the basis of PAUs Vested or any other price as decided by the Nomination and Remuneration Committee.

2. Mr. Shashank Singh

Mr. Shashank Singh, aged 39, has an MBA from Harvard Business School, an MA in economics from Cambridge University and a BA (Honours) in economics from St. Stephen's College (Dehi University).

Mr. Shashank Singh is a Partner and head of the India office of Apex Partners, the global private equity fund, which he joined in 2004. Mr. Singh has led or participated in a number of key deals at Apex including Zensar Technologies, Shrem City Union Finance (SCUF), Chiva, GlobalLogic, IGATE, Apollo Hospitals, TIM Heltas, Weather Investments, TDC, Bazaar by Systems. Mr. Singh currently serves on the Boards of Zensar, SCUF and GlobalLogic, and was previously on the Boards of IGATE and Apollo Hospitals. He is an Independent Non-executive Director on the Boards of Greatship India Limited and Darsa (an NFO), and is a Trustee of the Apex Foundation. Prior to joining Apex Partners, Mr. Shashank Singh was a strategy consultant with McKinsey, where he advised clients in the telecom and high technology sectors.

Mr. Shashank Singh is at present Additional Director of the Company and serving as a Member on the Audit Committee and Observer on the Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Shashank Singh holds Directorships in following Companies/Associations and is also a Chairman/Member of Committees of the following Companies.

Directorships/Other Associations:

Table with 2 columns: Name of the Company, Designation. Rows include APAX Partners India Advisors Private Limited (Director), Greatship (India) Limited (Non-Executive Independent Director), GlobalLogic Inc (Director), Impact Foundation (India) (Director).

3. Mr. Sandeep Kishore

Mr. Sandeep Kishore, aged 49, was Corporate Vice President and Global Head of Life Sciences & Healthcare and Public Services at HCL Technologies. He was chartered with leading the next generation growth into these businesses, and was focused on creating market momentum through innovative solutions and market development. He was responsible for a \$ 1.1 Billion portfolio.

Mr. Sandeep Kishore is a transformational, people-oriented and results-driven leader. He is a global business leader with phenomenal exposure to business across US, Europe and Asia. He is a key interface at Board, COO and Executive levels to drive strategic business discussions and outcomes across companies. He leads the strategy with external stakeholders, most notably with strategic customers, industry / financial analysts and technology influencers. He leads the mid- / long-term strategic planning as part of the corporate management team. As a strong team leader with the ability to engage and empower, he holds them accountable and make them successful, he has nurtured and built world class talent at the management and operations levels.

Mr. Sandeep Kishore is a well-regarded strategic thinker who consistently demonstrates his ability to drive growth by identifying opportunities which intersect technologies and industries, and those which result from discontinuities. He leads the business thinking being created from digital intersection and industry convergence. A believer and proponent of how new technologies provide massive transformation opportunities to global corporations, he creates platforms for internal and external stakeholders to invest in and leverage this vision into demonstrable results.

Mr. Sandeep Kishore is a firm proponent of growth through applied innovation, transformation, change and market leadership. His focused and aligned investment initiatives in IPAs and innovative solutions have resulted in significant numbers of patents being filed, an example of his unique ability to define and lead change through transformational and high impact programs.

Mr. Sandeep Kishore is a well-regarded thought leader and is regularly invited to speak at industry events, analyst forums, leading management schools, World Trade Associations, Confederation of Indian Industry, IBEF, TIE, CSIA, AITES and global technology events.

Mr. Sandeep Kishore was earlier Corporate Vice President and Global Head of Sales & Practice for Engineering and R&D Services (ERS) at HCL, where he built up the Engineering Services business to USD 900+ M over a 4-year period from USD 450 M through organic growth. He created and led growth from services and market expansion, and delivered market share gain consistently every year over these 4 years. His high-energy focus on delivering performance improvements and driving business outcomes has catapulted HCL to become the #1 engineering services company in India, and among the top 6 globally. Leading industry analysts recognize HCL's engineering services as globally best in class.

Prior to that, Mr. Sandeep Kishore was Senior Vice President and Global Head of Manufacturing at HCL, a position in which he helmed the business to dominate with the highest market share. His leadership contributed significantly to its growth through multiple acquisitions and strategic partnerships with several Fortune/Global 1000 companies. He was also the Personal Systems Division senior management team at HCL India, and Product Management of HP Products in the HCL - HP joint venture during the early nineties. In 2001, he led the entire operations, including Strategy, Market Creation, Business Development and Offshore Project Execution of a software services start-up company in San Francisco.

Mr. Sandeep Kishore has over 25 years of experience in the IT industry, spanning across IT, Engineering and Business Process Outsourcing. He is an alumnus of IIT Bombay, India, and based in Silicon Valley, California. He is also Management Board Member of IFOC Enterprises.

Mr. Sandeep Kishore holds Directorships in following Companies/Associations and does not hold position of Chairman/Member of any of the Committees.

Directorships/Other Associations:

Table with 2 columns: Name of the Company, Designation. Row includes HCL Aha Foundation 501 (C3) Charity Entity (Co-Founder, CEO and Secretary).

19th January, 2016

By Order of the Board of Directors (NLESH LIMAYE) Company Secretary Membership No: A4075 Zensar Knowledge Park, Plot # 4, MIDC, Khairadi, Off Nagar Road, Pune - 411014

**POSTAL BALLOT FORM**1. Name(s) of Member(s) including joint :
holders, if any. (in block letters)2. Registered Address of the :
sole/first named Member3. Register Folio/DP ID/Client ID Nos.* :
(*Applicable to Members holding shares
in dematerialised form)

4. Number of shares held :

I / We hereby exercise my / our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated 19th January, 2016 of the Company by sending my / our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate box below:

Item No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for Appointment of Mr. Sudip Nandy as an Independent Director not liable to retire by rotation			
2.	Special Resolution for Amendment to Articles of Association of the Company			
3.	Ordinary Resolution for Appointment of Mr. Shashank Singh as a Director liable to retire by rotation			
4.	Special Resolution for Appointment of Mr. Sandeep Kishore as Managing Director and CEO			
5.	A. Special Resolution for Approval of Zensar Technologies Limited - Employees Stock Options Plan 2016 (EPAP 2016)			
	B. Special Resolution for Approval for grant of Performance Award Units to the employees of the Subsidiary Company (ies) of the Company under Zensar Technologies Limited - Employee Performance Award Units Plan 2016 (EPAP 2016)			

Place:

Date:

.....
(Signature of the Member)**ELECTRONIC VOTING PARTICULARS**The e-voting facility is available at the link <https://www.evoting.nsdl.com> The electronic e voting particulars are set out as follows:

EVEN (E-Voting Event Number)	USER ID	Password/PIN

NOTE: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. S. V. Deulkar, Partner, SVD & Associates, Practicing Company Secretaries in the attached self-addressed pre-paid postage envelope. However, any envelope containing Postal Ballot Form if sent by the Courier at the expense of the Member will also be accepted.
2. Postage prepaid envelope is enclosed with this form.
3. This Form must be completed and signed (as per the specimen signatures registered with the Company) by the Member. In case of joint-holdings, this Form must be completed and signed (as per the specimen signatures registered with the Company) by the first named Member and in his absence, by the next named Member.
4. Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark (✓) at the appropriate box. The assent or dissent received in any other form or a photocopy of the Postal Ballot Form shall be considered invalid.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on 17th March, 2016. All Postal Ballot Forms received after this time and date will strictly be treated as if reply from the Member(s) has not been received.
6. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
7. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to deulkarcs@gmail.com or companysecretarial@zensar.com with a copy marked to evoting@nsdl.co.in
8. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
9. A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid up equity share capital of the Company as on 1st February, 2016.
10. Unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. A Member may cast his/her vote through the Postal Ballot Form or through electronic means. For casting votes through electronic means, Members are requested to refer to the instructions mentioned in the Postal Ballot Notice.
12. The Postal Ballot shall not be exercised by a Proxy.
13. The result of the Postal Ballot shall be declared not later than 22nd March, 2016. The said date of declaration of results of the Postal Ballot shall be the date on which the said resolution(s) would be deemed to have been passed if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and rules made thereunder.