

Date: May 16, 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	The National Stock Exchange of India Ltd Exchange Plaza, 3 rd floor Plot No. C/1, 'G' block Bandra Kurla Complex, Bandra(East) Mumbai 400 051 Fax: (022) 26598237/26598238
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Dear Sirs,

Sub: 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



Nilesh Limaye
Company Secretary
Membership No. A4075



**ZENSAR TECHNOLOGIES LIMITED**

CIN : L72200PN1963PLC012621

Regd. Office Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar Road, Pune – 411014

Website: www.zensar.com • e-mail: investor@zensar.com

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 Resolution as appended below be 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 Resolution setting out the material facts concerning each item and reasons thereof is annexed hereto along with Postal Ballot Form.

The Board of Directors has appointed Mr. S.V. Deulkar, Partner, SVD & Associates, Practicing 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 overleaf of the Postal Ballot Form, record 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 on or before 05:00 P.M. on 15th June, 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 thereon. Please note that the Postal Ballot Form(s) received after the said date and time will be treated as if reply from the Member has not been received in terms of Rule 22(12) of the Rules.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure 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 include 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 official of the Company not later than 17th June, 2016. Thereafter, the results of the Postal Ballot will be declared by the Chairman/Managing Director/Director authorised official of the Company at the Registered Office of the Company not later than 17th June, 2016.

The results declared along with Scrutinizers' 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 Resolution.

Resolution:**Item No. 1****Revision in Terms and Conditions of appointment and Remuneration payable to Mr. Sandeep Kishore, Managing Director and CEO (DIN 07393680)**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and SEBI (Listing Obligations and Disclosures) Requirements, 2015 and all other applicable Regulatory approvals, the approval of members of the Company be and is hereby accorded to the revision and modification in the terms and conditions of appointment and remuneration payable to Mr. Sandeep Kishore approved earlier by Members through Postal Ballot, more specifically mentioned in the Explanatory Statement appended to this Notice in terms of Section 102 (1) of the Act as ratified and approved by the Board of Directors in its meeting held on 14th March, 2016 on recommendation of Nomination and Remuneration Committee and as approved by the Audit Committee of the Board of Directors of the Company.

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 II of Part II of Schedule V of the Act for the time being in force (including any statutory modifications or re-enactment thereof), or such other limits 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(s) thereof, for the time being in force).

FURTHER RESOLVED THAT any of the Directors of the Company, Mr S. Balasubramaniam, Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary of the Company be and are 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."

14th March, 2016
Mumbai

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

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Notes:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out the material facts for the above items is annexed hereto.
- This Postal Ballot Notice is being sent by 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 will receive this Postal Ballot Notice along with the Postal Ballot Form through courier / registered post.
- In compliance with and provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure 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 for facilitating e-voting to enable the Members to cast their votes electronically.
- 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.
- 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 companysecretarial@zensar.com or send an e-mail to Registrar and Transfer Agent of the Company at sharepro@shareproservices.com. The Company shall forward the Postal Ballot Form along with self-addressed pre-paid postage Business Reply Envelope to the Member.
- 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.
- 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 29th April, 2016.
- A person who is not a Member on 29th April, 2016 should treat this Notice for information purposes only.
- 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 15th June, 2016.
- 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 (✓) 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 at his/ her expense, 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 so as to reach the Scrutinizer before 5.00 P.M. on 15th June, 2016. Any 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 will 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 Disclosure 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 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 e-voting are as under:

- Open email and open PDF file viz; "Zensar Tech e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- If you are already registered with NSDL for E voting, then you can use your existing user ID and password/PIN for casting your vote.
- In case of any queries, you may refer the Frequently Asked Questions (FAQ) for shareholders and Evoting User manual for shareholders available at the Downloads Section of www.evoting.nsdl.com
- Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- Click on Shareholder – Login
- Put user ID and password as initial password/PIN noted in step (I) above. Click Login.
- Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- Select "EVEN" of Zensar Technologies Limited.
- Now you are ready for e-voting as Cast Vote page opens.
- Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- Once you have voted on the resolution (s), you will not be allowed to modify your vote.
- 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

- In case a Member receives physical copy of the Notice of Postal Ballot (For members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy):
- I. Initial password is provided as below/at the bottom of the Postal Ballot Form

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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 - II. Please follow all steps from Sl. No. (III) To Sl. No. (XIV) above to cast vote.
11. The e-voting period will commence on 17th May , 2016 (09:00 A.M.) and ends on 15th June, (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 module shall 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 official of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Authorised Officials of the Company not later than 17th June, 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 uploaded on the Company's website viz., www.zensar.com and the website of NSDL viz., www.evoting.nsdl.com
 13. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT

(Statement setting out material facts under Section 102 of the Companies Act, 2013)

Item No. 1 of the Notice

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 (MD and CEO) of the Company 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. Members have approved the appointment and payment of remuneration to Mr. Sandeep Kishore as MD and CEO of the Company through Postal Ballot.

The Board of Directors have ratified and approved revised terms and conditions of appointment and remuneration payable to Mr. Sandeep Kishore at its meeting held on 14th March, 2016 on the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee of the Board of Directors of the Company. As per these revised terms, in addition to Mr. Sandeep Kishore's appointment as MD and CEO of the Company, Mr. Sandeep Kishore has also been appointed as a Chief Executive Officer of the wholly owned subsidiary of the Company in US namely, Zensar Technologies Inc. (Subsidiary) Accordingly, with effect from 12th January, 2016, Mr. Sandeep Kishore will draw remuneration as set out below from both the Companies i.e. from the Company for his appointment as MD and CEO and from Subsidiary for his employment as a Chief Executive Officer of Subsidiary.

Particulars	Company	Subsidiary
Annual Salary	USD 20000	USD 776,636
Annual Performance bonus	----	USD 300,000
Benefits:	Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per rules of the Company applicable for senior executives of the Company.	Employee Benefits of 401(k) and health insurance plans and program generally made available from time to time to senior executives as per Company's policy
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	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 Subsidiary policy
Joining Bonus	-----	USD 1750,000
Stock options	-----	(i) 125,000 Stock Options of the Company, under Employees Stock Options Plan, 2006 of the Company. (ii) 125,000 Units with a maximum vesting up to 300,000 Units under Employee Performance Award Unit Plan 2016 of the Company
Term	The term of the Employment Agreement shall be for 5 year(s), beginning 12 th January, 2016.	The term of the Employment Agreement shall be for 5 year(s), beginning 12 th January, 2016.
Notice Period	6 months	6 months

The above salary shall be subject to annual increments as approved by the Board and/or Nomination and Remuneration Committee.

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-enactment(s) thereof, for the time being in force) for the revision and modification in the terms of appointment of Mr. Sandeep Kishore as the Managing Director and Chief Executive Officer of the Company and payment of remuneration approved earlier by members through Postal Ballot.

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 as above for the approval of members as Special Resolution.

14th March 2016
Mumbai

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

**ZENSAR TECHNOLOGIES LIMITED**

CIN : L72200PN1963PLC012621

Regd. Office Zensar Knowledge Park, Plot # 4, MIDC,
Kharadi, Off Nagar Road, Pune – 411014

Website: www.zensar.com

POSTAL BALLOT FORM1. 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 14th March, 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.	Revision in Terms and Conditions of appointment and Remuneration payable to Mr. Sandeep Kishore Managing Director and CEO(DIN 07393680)			

Place:

Date:

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(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 will be borne by the Company.
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 15th June, 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 29th April, 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 17th June, 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.