

24th June, 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: Notice of 53rd Annual General Meeting

Please find enclosed herewith the Notice of 53rd Annual General Meeting of the Company to be held on 20th July, 2016 at 12.00 Noon at the Registered Office of the Company at Zensar Knowledge Park, Plot # 4, Kharadi MIDC, Off Nagar Road, Pune 411 014.

Kindly acknowledge the receipt of communication.

Thanking you,

For ZENSAR TECHNOLOGIES LIMITED


S. BALASUBRAMANIAM
CHIEF FINANCIAL OFFICER



Your Transformation Partner

ZENSAR TECHNOLOGIES LIMITED

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 53RD ANNUAL GENERAL MEETING OF THE MEMBERS OF ZENSAR TECHNOLOGIES LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT ZENSAR KNOWLEDGE PARK, PLOT # 4, KHARADI MIDC, OFF NAGAR ROAD, PUNE 411014 ON WEDNESDAY, 20TH DAY, OF JULY, 2016 AT 12.00 NOON TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements.

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Auditors' Report thereon and the Report of the Directors along with the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Auditors' Report thereon.

Item No. 2 – Approve the payment of Interim Dividend paid during the year 2015-16.

To confirm payment of First and Second Interim Dividends for the financial year ended 31st March, 2016.

Item No. 3 – Re - appointment of Mr. Arvind Agrawal.

To appoint a Director in place of Mr. Arvind Agrawal (DIN 00193566), who retires by rotation, and being eligible, offers himself for re-appointment. Members are requested to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act 2013, the approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Arvind Agrawal as a Non-executive Director liable to retire by rotation.

Item No. 4 – Appointment of Auditors.

To appoint M/s Price Waterhouse, Chartered Accountants having ICAI Firm Registration No.301112E, as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration. Members are requested to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder as amended from time to time, pursuant to the recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of M/s Price Waterhouse, Chartered Accountants having ICAI Firm Registration No.301112E as auditors of the company to hold the office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting for conducting audit of financial statements of the company for financial year 2016-17 and Board/Audit Committee is authorised to fix the remuneration in consultation with the Auditors.



(1)

S. Balasubramaniam
Chief Financial Officer

SPECIAL BUSINESS

Item No. 5 – Cancellation of ungranted Stock Options from 2002 Employees Stock Option Plan.

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

RESOLVED THAT pursuant to Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required, and subject to such conditions or modifications as may be prescribed, imposed or suggested while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors (hereinafter referred to as 'the Board' which expression shall be deemed to include the Nomination and Remuneration Committee of the Board which has been authorised to exercise the powers conferred by this resolution), consent of the members be and is hereby accorded for cancellation of ungranted 2,00,000 number of Stock Options in 2002 Employees Stock Option Plan (2002 ESOP) of the Company

FURTHER RESOLVED THAT any Director of the Company, Mr. S. Balasubramaniam - Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary be and is hereby authorised to take necessary steps for taking requisite approvals from Bombay Stock Exchange Limited and The National Stock Exchange of India Limited and/or any other Statutory or Governmental authority for delisting/cancellation of un granted 2,00,000 number of Stock Options of 2002 ESOP of the Company.

FURTHER RESOLVED THAT any Director of the Company, Mr. S. Balasubramaniam - Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary be and are hereby severally authorized to do all such acts and deeds as may be required to give effect to this resolution.

Item No. 6 - Addition of Performance Award Units to Employee Performance Award Unit Plan 2016

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

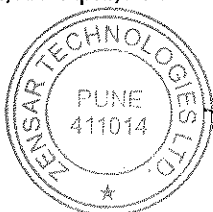
RESOLVED THAT pursuant to Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required, and subject to such conditions or modifications as may be prescribed, imposed or suggested while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors (hereinafter referred to as 'the Board' which expression shall be deemed to include the Nomination and Remuneration Committee of the Board which has been authorised to exercise the powers conferred by this resolution), consent of the members be and is hereby accorded to Increase the number of "Performance Award Units" in Zensar Technologies Limited – Employee Performance Award Unit Plan 2016 (EPAP 2016) by 2,00,000 number of Stock Options.

FURTHER RESOLVED THAT any Director of the Company, Mr. S. Balasubramaniam - Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary be and is hereby authorised to take necessary steps for taking requisite approvals from Bombay Stock Exchange Limited and The National Stock Exchange and/or any other Statutory or Governmental authority for in principal listing for increased 200,000 number of Stock Options in "Performance Award Units" in EPAP 2016.

FURTHER RESOLVED THAT any Director of the Company, Mr. S. Balasubramaniam - Chief Financial Officer and Mr. Nilesh Limaye, Company Secretary be and are hereby severally authorized to do all such acts and deeds as may be required to give effect to this resolution.

By Order of the Board of Directors
NILESH LIMAYE
Company Secretary
Membership No A4075

Mumbai, 22nd April, 2016

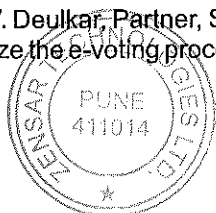


For Zensar Technologies Limited Zensar Technologies Limited
Regd Office: Zensar Knowledge Park, Plot#4,
MIDC, Kharadi, Off Nagar Road, Pune-411014


(2)
S. Balasubramaniam
Chief Financial Officer

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT DULY COMPLETED APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as a proxy on behalf of not exceeding 50 (fifty) members and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. During the business hours of the Company , proxies are open for inspection for the period beginning before 24 (twenty four) hours from the commencement of the Meeting and ending with the conclusion of the meeting provided that an advance notice of not less than three days is given to the Company. .
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send certified true copy of the Board resolution to the Company authorising their representative to attend and vote on their behalf at the Meeting.
3. SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) HAS THROUGH A CIRCULAR DIRECTED ALL THE COMPANIES TO PAY DIVIDEND THROUGH ELECTRONIC MODE. ACCORDINGLY ALL THE MEMBERS HOLDING SHARES IN DEMATERIALIZED FORM ARE REQUESTED TO KINDLY UPDATE THEIR BANK ACCOUNT DETAILS WITH THEIR RESPECTIVE DEPOSITORY PARTICIPANTS (DP). MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO KINDLY INFORM THEIR BANK ACCOUNT DETAILS TO THE COMPANY AND/OR THE REGISTRAR AND SHARE TRANSFER AGENTS VIZ. SHAREPRO SERVICES (INDIA) PRIVATE LIMITED.
4. Only registered Members carrying the attendance slip and the holders of valid proxies registered with the Company will be permitted to attend the Meeting. Corporate Members intending to send their representatives are requested to send a certified true copy of the Resolution authorizing the representative to attend and vote at the Annual General Meeting.
5. In terms of the Provisions of the Companies Act, 2013 and rules made thereunder and Articles of Association of the Company, Mr. Arvind Agrawal retire by rotation and being eligible offer himself for Re-appointment. A brief resume of Mr. Arvind Agrawal along with nature of his expertise are given herewith and forms part of the notice convening the Annual General Meeting.
6. Members are requested to notify any change in their addresses specifying full address in block letters with PIN code of the post office, to the Company's Registrar and Share Transfer Agents at the following address:
Sharepro Services (India) Pvt. Ltd.
13AB Samhita Warehousing Complex, Off. Andheri Kurla Road,
Sakinaka Telephone Exchange Lane Sakinaka, Andheri East, Mumbai 400 072
Tel: +91-22-67720300/400
7. Members are requested to bring their copy of the Annual Report with them to the Meeting.
8. Members desiring any information with regard to Accounts/Reports are requested to write to the Company Secretary at least ten days before the Meeting so as to enable the Management to keep the information ready.
9. The Company's Register of Members and Share Transfer Books will remain closed from 13th July, 2016 to 20th July, 2016 (both days inclusive).
10. Pursuant to the provisions of the Section 205A of the Companies Act, 1956, Company has transferred unpaid Dividend up to the year 2008 remaining unpaid for Seven years to Investors Education and Protection Fund (IEPF). Members who have not en-cashed their dividend warrants for the subsequent years are requested to send their Dividend Warrants for revalidation to the Company or its Registrar and Share Transfer Agents.
11. Investors may address their queries/communications to investor@zensar.com and/or sharepro@shareproservices.com.
12. The Annual Report 2015-16 is being sent through electronic mode only to the Members whose e mail addresses are registered with the Company/Depository Participant (s) unless any member has requested for physical copy of the Report. For Members who have not registered their e mail addresses, physical copies of the Annual Report 2015-16 are being sent by permitted mode.
13. To support the Green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their Email Address with Depository Participant/Company so that all communications / documents can be sent in electronic mode.
14. The voting for the agenda item shall be done by casting of votes by using Remote e voting that is an electronic voting system from a place other than the venue of the Meeting (e-voting) and by Poll at the Meeting. Those who have exercised the option of e-voting shall be entitled to attend and participate in the Meeting but would not be entitled to vote at the Poll to be conducted at the venue of the AGM on the day of meeting.
15. Mr. S. V. Deulkar, Partner, SVD & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process and Poll in a fair and transparent manner.



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S. Balasubramaniam
Chief Financial Officer

16. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company and/or authorised person of the Company who shall declare the results forthwith.
17. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.zensar.com and on the CDSL's website www.cdslindia.com and communicated to the Stock Exchanges immediately after declaration
18. The information and instructions relating to e voting are as below :
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by way of e voting at the 53rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
 - II. The e-voting period commences on 17th July, 2016 (9:00 am) and ends on 19th July, 2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 13th July, 2016 that is the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - III. The Notice convening the Annual General Meeting along with Annual Report for the year 2015-16 is hosted on the Company's website www.zensar.com The Notice convening the Annual General Meeting has also been hosted on CDSL's website www.cdslindia.com
 - IV. Any person who becomes Member after dispatch of Notice of the meeting and holding shares as on cut-off date that is 13th July, 2016 and who have updated their PAN with the Company/Depository Participant have to follow instructions as per points (VI) to (XXIII) below to vote through e-voting during the e voting period that commences on 17th July, 2016 (9:00 am) and ends on 19th July, 2016 (5:00 pm).
 - V. Any person who becomes Member after dispatch of Notice of the meeting and holding shares as on cut-off date that is 13 th July, 2016 and who have not updated their PAN with the Company/Depository Participant can send an email to companysecretarial@zensar.com and sharepro@shareproservices.com to obtain sequence number and then they will have to follow instructions as per points (VI) to (XXIII) below to vote through e-voting during the e voting period that commences on 17th July, 2016 (9:00 am) and ends on 19th July, 2016 (5:00 pm).
 - VI. The shareholders should log on to the e-voting website www.evotingindia.com
 - VII. Click on Shareholders.
 - VIII. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter complete Folio Number registered with the Company.
 - IX. Next enter the Image Verification as displayed and Click on Login.
 - X. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - XI. If you are a first time user follow the steps given below:

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



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 S. Balasubramaniam
 Chief Financial Officer

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

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

Item No. 5 & 6:

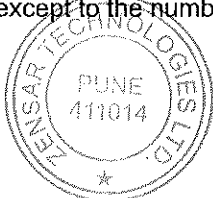
Company in which no new stock options have been granted after the year 2008.

The Company now has launched Zensar Technologies Limited – Employee Performance Award Unit Plan 2016 (EPAP 2016) for which approval of the Members was obtained by way of Postal Ballot in March 2016.

The Company does not intend to grant any further stock options under 2002 ESOP and hence, it is proposed to cancel un granted 2,00,000 number of Stock Options in 2002 Employees Stock Option Plan (2002 ESOP) of the Company and to Increase the number of Performance Award Units in Zensar Technologies Limited – Employee Performance Award Unit Plan 2016 (EPAP 2016) by 2,00,000 and approval of the members is sought for the same.

The other terms and conditions with respect to 2002 ESOP and EPAP 2016 remains unchanged.

None of the Directors, KMPs and their relatives of the Company is concerned or interested in any way in this Resolution except to the number of Performance Award Units that may be granted to them in future from EPAP 2016.



(5)


S. Balasubramaniam
Chief Financial Officer

ADDITIONAL INFORMATION:

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

BRIEF RESUME OF MR. ARVIND AGRAWAL

Currently serving as Non - executive Director on the Board of Zensar Technologies Limited and an IIM (Ahmedabad) Alumnus. He has vast experience of 33 years in HR, TQM, Corporate Strategy and General Management. He was awarded "National HRD Award" in 1992. He has been the "President" of the National HRD network during 2000-02. He has worked with reputed organisations such as IBP, Escorts, Modi Xerox.

Mr. Arvind Agrawal does not hold any shares in the company.

Mr. Arvind Agrawal and his relatives may be deemed to be interested in the resolution pertaining to his reappointment to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Mr. Arvind Agrawal is currently Non-Executive Director on the board of the Company and Member of Nomination and remuneration Committee, Banking Committee, Stakeholders Relationship Committee and CSR Committee of the Board of Directors of the Company.

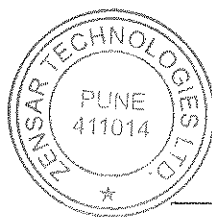
Mr. Arvind Agrawal holds Directorships in following Companies/Associations and does not hold position of Chairman/Member of Committees other than those mentioned above.

Name of the Company	Designation
AFS Intercultural Programs of India Ltd	Director
Withya HR Fund Pvt Ltd	Director
Global HR Heads Partners LLP	Partner
Withya HR Fund LLP	Partner

By Order of the Board of Directors
NILESH LIMAYE
Company Secretary
Membership No A4075

Mumbai, 22nd April, 2016

Zensar Technologies Limited
Regd Office: Zensar Knowledge Park, Plot#4,
MIDC, Kharadi, Off Nagar Road, Pune-411014



For Zensar Technologies Limited

S. Balasubramaniam
S. Balasubramaniam
Chief Financial Officer