

Registered Office : Zensar Technologies Limited, Zensar Knowledge Park, Plot No. 4, MIDC Kharadi,
Off Nagar Road, Pune 411014, India Tel.: +91 (20) 66057500, 27004000 Fax: +91 (20) 66057888 CIN: L72200PN1963PLC012621
July 21, 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: Unaudited Financial Results for the Quarter ended 30th June, 2016


Please find enclosed herewith a copy of Unaudited Standalone and Consolidated Financial Results of the Company for the Quarter ended 30th June, 2016 which was approved by the Board of Directors at its meeting held today along with the Limited Review Report by the Statutory Auditors of the Company.

The meeting commenced on 21st July, 2016 at 3.00 p.m. and concluded on 21st July, 2016 at 7:30 p.m.

Kindly acknowledge the receipt of the communication.

Thanking you,

For ZENSAR TECHNOLOGIES LIMITED


NILESH LIMAYE
COMPANY SECRETARY
Membership No. A4075



The Board of Directors
Zensar Technologies Limited
Plot No 4, MIDC,
Off Nagar Road,
Pune-411014.

1. We have reviewed the unaudited financial results of Zensar Technologies Limited (the "Company") for the quarter ended June 30, 2016 which are included in the accompanying 'Statement of Standalone Unaudited Results for the Quarter ended 30th June, 2016' together with the notes thereon (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015"), which has been initialled by us for identification purposes. The Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Further, the Management is also responsible to ensure that the accounting policies used in preparation of this Statement are consistent with those used in the preparation of the Company's opening unaudited Balance Sheet as at April 01, 2015 prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement.
3. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with Ind AS and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to the following matters:
 - a. Note 2 to the Statement which states that the Company has adopted Ind AS for the financial year commencing from April 1, 2016, and accordingly, the Statement has been prepared by the Company's Management in compliance with Ind AS.
 - b. We were neither engaged to review, nor have we reviewed the comparative figures including the reconciliation to the Total Comprehensive Income for the quarter ended on June 30, 2015 and accordingly, we do not express any conclusion on the results in the Statement for the quarter ended June 30, 2015. As set out in note 4 to the Statement, these figures have been furnished by the Management.

Our conclusion is not qualified in respect of these matters.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Amit Borkar
Partner

Membership Number: 109846

Place: Mumbai
Date: July 21, 2016

Zensar Technologies Limited		
Registered Office : Zensar Knowledge Park, Kharadi, Plot # 4 , MIDC, Off Nagar Road, Pune - 411014, India		
Statement of Standalone Unaudited Results for the Quarter ended 30th June, 2016		
(Rs. in Lakhs)		
Particulars	Quarter ended	
	30-Jun-2016 Unaudited	30-Jun-2015 Refer Note 4
1 Income from Operations		
(a) Net Sales/Income from Operations	32,280	28,635
(b) Other Operating Income	246	331
Total income from operations	32,526	28,966
2 Expenses		
a. Purchase of traded goods	2,622	546
b. Employee benefits expense	17,093	16,078
c. Depreciation and amortisation expense	733	837
d. Other expenses	5,733	5,050
Total expenses	26,181	22,511
3 Profit from Operations before other income, finance costs and exceptional items (1-2)	6,345	6,455
4 Other Income (Net)	1,298	2,415
5 Profit before finance costs and exceptional items (3+4)	7,643	8,870
6 Finance costs	7	12
7 Profit from ordinary activities after finance costs but before exceptional items (5-6)	7,636	8,858
8 Exceptional Items	-	-
9 Profit before tax (7+8)	7,636	8,858
10 Tax expense	2,322	2,511
11 Net Profit for the period (9-10)	5,314	6,347
12 Other comprehensive income, net of income tax		
A. Items that will not be reclassified to profit or loss	(33)	(37)
B. Items that will be reclassified to profit or loss	(23)	(344)
Total other comprehensive income, net of income tax	(56)	(381)
13 Total comprehensive income for the period (11+12)	5,258	5,966
14 Paid-up equity share capital (Face value Rs. 10 each)	4,467	4,435
15 Earnings Per Share (EPS) (Face value Rs. 10 each) (not annualised):		
a) Basic	11.91	14.32
b) Diluted	11.76	14.06

Notes :

- The above financial results were reviewed and recommended by the Audit Committee and taken on record by the Board of Directors at their meeting held on 21st July, 2016.
- This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. Beginning 1 April 2016, the Company has for the first time adopted Ind AS with a transition date of 1 April 2015.
- The statement does not include Ind AS compliant results for the preceding quarter and previous year ended 31 March 2016 as the same is not mandatory as per SEBI's circular dated 5 July 2016.
- The Ind-AS compliant financial results, pertaining to period ended June 30, 2015 have not been subjected to limited review or audit. However, the management has exercised necessary due diligence to ensure that the financial results provide a true and fair view of its affairs.
- The Limited Review under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 has been carried out by the Statutory Auditors. The Report does not contain anything which would have an impact on the results for the quarter ended 30th June, 2016.
- Where financial results contain both consolidated financial results and separate financial results of parent, segment information needs to be presented only in the case of consolidated financial results. Accordingly, segment information has been provided only in the consolidated financial results.
- Other Income (Net) for the quarter ended June 30th, 2016 includes foreign exchange gain of Rs. 940 lakhs. (Corresponding previous period: net gain of Rs. 1028 lakhs).
- During the quarter ended 30th June, 2016, the Company issued 150 equity shares pursuant to the exercise of stock options by certain employees under the "2002 ESOP" and 40,630 equity shares under "2006 ESOP" stock option plan.



- 9 The reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given below:

Description	(Rs. in Lakhs)
	For Quarter ended June 30, 2015
Net profit as per previous GAAP (Indian GAAP)	6,450
Ind AS adjustments:	
Actuarial loss on employee defined benefit funds recognised in Other Comprehensive Income	56
Effect of employee stock option measurement and amortisation based on fair value of options	(76)
Goodwill amortization written back	64
Effect of fair valuing security deposits and amortisation of advance rentals	(34)
Effect of measuring investments at fair value through profit and loss	77
Others	14
Deferred taxes on above Ind AS adjustments	(204)
Net profit as per Ind AS	6,347
Other comprehensive income, net of income tax	(381)
Total comprehensive income for the period	5,966

This reconciliation statement has been provided in accordance with circular CIR/CFD/FAC/62/2016 issued by SEBI dated July 5, 2016 on account of implementation of Ind-AS by listed companies.

For and on behalf of the Board



Sandeep Kishore
Managing Director & CEO
DIN:07393680

Mumbai
Date: 21st July, 2016

The Board of Directors
Zensar Technologies Limited
Plot No 4, MIDC,
Off Nagar Road,
Pune-411014.

1. We have reviewed the unaudited consolidated financial results of Zensar Technologies Limited (the "Company") and its subsidiaries (hereinafter referred to as the "Group") (refer Note 5 on the Statement) for the quarter ended June 30, 2016 which are included in the accompanying 'Statement of Consolidated Unaudited Results for the Quarter ended 30th June, 2016' together with the notes thereon (the "Statement"). The Statement has been prepared by the Company's Management pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015"), which has been initialled by us for identification purposes. The Statement is the responsibility of the Company's Management and has been approved by its Board of Directors. Further, the Management is also responsible to ensure that the accounting policies used in preparation of this Statement are consistent with those used in the preparation of the Company's opening unaudited consolidated Balance Sheet as at April 1, 2015 prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement.
3. A review is limited primarily to inquiries of group personnel and analytical procedures applied to group's financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with Ind AS and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to the following matters:
 - a. Note 2 to the Statement which states that the Company has adopted Ind AS for the financial year commencing from April 1, 2016, and accordingly, the Statement has been prepared by the Company's Management in compliance with Ind AS.
 - b. We were neither engaged to review, nor have we reviewed the comparative figures including the reconciliation to the Total Comprehensive Income for the quarter ended on June 30, 2015 and accordingly, we do not express any conclusion on the consolidated results in the Statement for the quarter ended June 30, 2015. As set out in note 4 to the Statement, these figures have been furnished by the Management.

Our conclusion is not qualified in respect of these matters.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Amit Borkar
Partner
Membership Number: 109846

Place: Mumbai
Date: July 21, 2016

Zensar Technologies Limited			
Registered Office : Zensar Knowledge Park, Kharadi, Plot # 4 , MIDC, Off Nagar Road, Pune - 411014, India			
Statement of Consolidated Unaudited Results for the Quarter ended 30th June, 2016			
(Rs. in Lakhs)			
Particulars	Quarter ended		
	30-Jun-2016	30-Jun-2015	
	Unaudited	Refer Note 4	
1	Income from Operations		
	(a) Net Sales/Income from Operations	75,542	69,798
	(b) Other Operating Income	136	133
	Total income from operations	75,678	69,931
2	Expenses		
	a. Purchase of traded goods	6,343	4,207
	b. Changes in inventories	(204)	(17)
	c. Employee benefits expense	46,438	43,896
	d. Depreciation and amortisation expense	926	1,032
	e. Other expenses	12,593	11,099
	Total expenses	66,096	60,217
3	Profit from Operations before other income, finance costs and exceptional items (1-2)	9,582	9,714
4	Other Income (Net)	1,844	1,549
5	Profit before finance costs and exceptional items (3+4)	11,426	11,263
6	Finance costs	173	322
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	11,253	10,941
8	Exceptional Items	-	-
9	Profit before tax (7+8)	11,253	10,941
10	Tax expense	3,607	3,446
11	Net Profit for the period (9-10)	7,646	7,495
12	Other comprehensive income, net of income tax		
	<i>A. Items that will not be reclassified to profit or loss</i>	(33)	(37)
	<i>B. Items that will be reclassified to profit or loss</i>	161	1,911
	Total other comprehensive income, net of income tax	128	1,874
13	Total comprehensive income for the period (11+12)	7,774	9,369
14	Net Profit/(Loss) attributable to:		
	- Owners	7,590	7,476
	- Non-controlling interests	56	19
	Total comprehensive income attributable to:		
	- Owners	7,712	9,349
	- Non-controlling interests	62	20
15	Paid-up equity share capital (Face value Rs.10 each)	4,467	4,435
16	Earnings Per Share (EPS) (Face value Rs. 10 each) (not annualised):		
	a) Basic	17.13	16.91
	b) Diluted	16.91	16.61



Consolidated Segment wise Revenue, Results & Capital employed for the quarter ended 30th June, 2016

Particulars		(Rs. in Lakhs)	
		Quarter ended	
		30-Jun-2016	30-Jun-2015
		Unaudited	Refer Note 4
1	Segment Revenue (net of inter segment revenue)		
	Application Management Services	58,866	53,884
	Infrastructure Management Services	16,676	15,914
	Net Sales / Income From Operations	75,542	69,798
2	Segment Results Profit / (Loss) before tax and interest from each segment		
	Application Management Services	10,702	10,158
	Infrastructure Management Services	579	1,034
	Total Segment Results	11,281	11,192
	Less: Interest and finance cost	173	322
	Less: Unallocable expenditure net of unallocable income	(145)	(71)
	Total Profit before Tax	11,253	10,941

1. Effective April 1, 2016, the Company has reorganised its business into multiple reporting units and realigned the internal financial reporting system. In the context of Ind AS-108 - Operating Segment, the Company has identified the following business segments:

Application Management Services (AMS)

Infrastructure Management Services (IMS)

These changes have been made retrospectively to the segment information of prior period presented.

2 Segment Capital Employed

Property, Plant and Equipment used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as the Property, Plant and Equipment and the support services are used interchangeably between segments. Accordingly, no disclosure relating to total segment assets and liabilities has been made.

Notes :

- The above financial results were reviewed and recommended by the Audit Committee and taken on record by the Board of Directors at their meeting held on 21st July, 2016.
- This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. Beginning 1 April 2016, the Company has for the first time adopted Ind AS with a transition date of 1 April 2015.
- The statement does not include Ind AS compliant results for the preceding quarter and previous year ended 31 March 2016 as the same is not mandatory as per SEBI's circular dated 5 July 2016.
- The Ind-AS compliant financial results, pertaining to period ended June 30, 2015 have not been subjected to limited review or audit. However, the management has exercised necessary due diligence to ensure that the financial results provide a true and fair view of its affairs.
- The consolidated financial results include the results of Zensar Technologies Limited's subsidiaries in USA, UK, Singapore, China, South Africa and Netherlands.
- The Limited Review under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 has been carried out by the Statutory Auditors. The Report does not contain anything which would have an impact on the results for the quarter ended 30th June, 2016.
- Other Income (Net) for the quarter ended June 30th, 2016 includes foreign exchange gain of Rs. 1431 lakhs. (Corresponding previous period: net gain of Rs. 1157 lakhs).
- During the quarter ended 30th June, 2016, the Company issued 150 equity shares pursuant to the exercise of stock options by certain employees under the "2002 ESOP" and 40,630 equity shares under "2006 ESOP" stock option plan.
- The Board of Directors in their meeting held on April 22, 2016 accorded their approval for winding up of Zensar Technologies (Shanghai) Co. Ltd., the wholly owned subsidiary of the Company, subject to regulatory approvals.
- Results of Zensar Technologies Limited on a stand alone basis are hosted on the Company's website www.zensar.com.

Stand-Alone Information		(Rs. in Lakhs)	
Particulars	Quarter ended		
	30-Jun-2016	30-Jun-2015	
	Unaudited	Refer Note 4	
Net Sales/Income from Operations	32280	28635	
Profit before tax	7636	8858	
Profit after tax	5314	6347	



- 11 The reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given below:

Description	(Rs. in Lakhs)
	For Quarter ended June 30, 2015
Net profit as per previous GAAP (Indian GAAP)	7,627
Ind AS adjustments:	
Net adjustment on de-consolidation of an entity pursuant to requirements of Ind AS 110*	(67)
Actuarial loss on employee defined benefit funds recognised in Other Comprehensive Income	56
Effect of employee stock option measurement and amortisation based on fair value of options	(76)
Goodwill amortization written back	64
Effect of fair valuing security deposits and amortisation of advance rentals	(37)
Effect of measuring investments at fair value through profit and loss	77
Fair valuation changes of other financial liabilities	97
Others	13
Deferred tax on undistributed earnings of subsidiaries	32
Deferred taxes on above Ind AS adjustments	(291)
Net profit as per Ind AS	7,495
Other comprehensive income, net of income tax	1,874
Total comprehensive income for the period	9,369

* includes net sales/income from operations - Rs. 666 lakhs

This reconciliation statement has been provided in accordance with circular CIR/CFD/FAC/62/2016 issued by SEBI dated July 5, 2016 on account of implementation of Ind-AS by listed companies.

For and on behalf of the Board



Sandeep Kishore
Managing Director & CEO
DIN:07393680

Mumbai
Date: 21st July, 2016