

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
January 24, 2017

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 and Nine months ended 31st December, 2016


Please find enclosed herewith a copy of Unaudited Standalone and Consolidated Financial Results of the Company for the Quarter and Nine months ended 31st December, 2016 which were approved by the Board of Directors at its meeting held today along with the Limited Review Report by the Statutory Auditors of the Company.

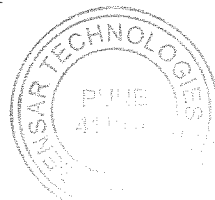
The meeting commenced on 24th January, 2017 at 12.00 noon and concluded on 24th January, 2017 at 6.45 p.m.

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 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 and nine months ended December 31, 2016 which are included in the accompanying 'Statement of Consolidated Unaudited Results for the Quarter and Nine months ended 31st December, 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") and SEBI Circular dated July 5, 2016, 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 recognized accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 and SEBI circular dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to the following matter:
 - 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.

Our conclusion is not qualified in respect of this matter.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Amit Borkar
Partner
Membership Number: 109846

Place: Mumbai
Date: January 24, 2017

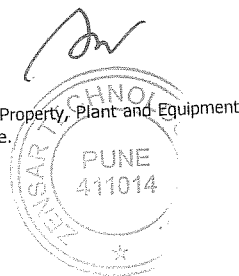
Zensar Technologies Limited					
Registered Office : Zensar Knowledge Park, Kharadi, Plot # 4 , MIDC, Off Nagar Road, Pune - 411014, India					
Statement of Consolidated Unaudited Results for the Quarter and Nine months ended 31st December, 2016					
(Rs. in Lakhs)					
Particulars	Quarter ended			Nine months ended	
	31-Dec-2016	30-Sep-2016	31-Dec-2015	31-Dec-2016	31-Dec-2015
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1 Income from Operations					
(a) Net Sales/Income from Operations	78,654	77,032	75,059	2,31,228	2,19,839
(b) Other Operating Income	118	178	522	432	877
Total income from operations	78,772	77,210	75,581	2,31,660	2,20,716
2 Expenses					
a. Purchase of traded goods	6,578	5,730	7,445	19,241	16,830
b. Changes in inventories	234	520	(87)	550	(263)
c. Employee benefits expense	49,011	48,115	45,167	1,43,564	1,34,331
d. Depreciation and amortisation expense	1,026	1,110	1,073	3,062	3,128
e. Other expenses	11,978	11,553	11,773	35,534	35,540
Total expenses	68,827	67,028	65,371	2,01,951	1,89,566
3 Profit from Operations before other income, finance costs and exceptional items (1-2)	9,945	10,182	10,210	29,709	31,150
4 Other Income (Net)	1,886	524	673	4,254	4,470
5 Profit before finance costs and exceptional items (3+4)	11,831	10,706	10,883	33,963	35,620
6 Finance costs	177	196	284	546	873
7 Profit from ordinary activities after finance costs but before exceptional items (5-6)	11,654	10,510	10,599	33,417	34,747
8 Exceptional Items	-	-	-	-	-
9 Profit before tax (7+8)	11,654	10,510	10,599	33,417	34,747
10 Tax expense	3,463	3,056	3,367	10,126	10,363
11 Net Profit for the period (9-10)	8,191	7,454	7,232	23,291	24,384
12 Other comprehensive income, net of income tax					
A. Items that will not be reclassified to profit or loss	(231)	(332)	114	(596)	63
B. Items that will be reclassified to profit or loss	314	(497)	(939)	(22)	2182
Total other comprehensive income, net of income tax	83	(829)	(825)	(618)	2,245
13 Total comprehensive income for the period (11+12)	8,274	6,625	6,407	22,673	26,629
14 Net Profit/(Loss) attributable to:					
- Owners	8,180	7,208	7,135	22,978	24,157
- Non-controlling interests	11	246	97	313	227
Total comprehensive income attributable to:	8,263	6,385	6,310	22,360	26,402
- Owners	11	240	97	313	227
- Non-controlling interests	4,480	4,475	4,454	4,480	4,454
15 Paid-up equity share capital (Face value Rs.10 each)	4,480	4,475	4,454	4,480	4,454
16 Earnings Per Share (EPS) (Face value Rs. 10 each) (not annualised):					
a) Basic	18.27	16.13	16.04	51.40	54.40
b) Diluted	17.98	15.88	15.78	50.59	53.59

Consolidated Segment wise Revenue, Results & Capital employed for the quarter and nine months ended 31st December, 2016

(Rs. in Lakhs)					
Particulars	Quarter ended			Nine months ended	
	31-Dec-2016	30-Sep-2016	31-Dec-2015	31-Dec-2016	31-Dec-2015
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1 Segment Revenue (net of inter segment revenue)					
Application Management Services	60,333	59,582	55,701	1,78,780	1,68,460
Infrastructure Management Services	18,321	17,450	19,358	52,448	51,379
Net Sales / Income From Operations	78,654	77,032	75,059	2,31,228	2,19,839
2 Segment Results Profit / (Loss) before tax and interest from each segment					
Application Management Services	10,665	10,998	9,146	32,364	31,337
Infrastructure Management Services	812	211	2,023	1,604	3,932
Total Segment Results	11,477	11,209	11,169	33,968	35,269
Less: Interest and finance cost	177	196	284	546	873
Less: Unallocable expenditure net of unallocable income	(354)	503	286	5	(351)
Total Profit before Tax	11,654	10,510	10,599	33,417	34,747

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 :

- 1 The above financial results were reviewed and recommended by the Audit Committee and taken on record by the Board of Directors at their meetings held on 24th January, 2017.
- 2 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.
- 3 The statement does not include Ind AS compliant results for the previous year ended 31 March 2016 as the same is not mandatory as per SEBI's circular dated 5 July 2016.
- 4 On November 2, 2016, Zensar Technologies (UK) Limited, a wholly owned subsidiary of the Company, entered into a Share Purchase agreement to acquire 100% shares in Foolproof Limited, an Experience Design Company, headquartered in London with other offices in Norwich and Singapore. As permitted under Ind AS 103, the accounting for the acquisition has been done on provisional basis. These provisional amounts will be finalised upon completion of the fair valuation of consideration (including contingent consideration), assets acquired and liabilities assumed.
- The results for the quarter and nine months ended 31 December 2016 include the results of Foolproof Group (Foolproof Limited and its subsidiaries) for the period November 2, 2016 to December 31, 2016 (Net Sales/Income from Operations of Rs. 1652.97 lakhs and PBT of Rs. 144.73 lakhs) and are therefore not comparable with results of the previous periods.
- 5 The consolidated financial results include the results of Zensar Technologies Limited's subsidiaries in USA, UK, Singapore, China, South Africa and Netherlands.
- 6 The Limited Review under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 and nine months ended 31st December, 2016.
- 7 Other Income (Net) for the quarter and nine months ended December 31st, 2016 includes net foreign exchange gain/(loss) of Rs. 1524 lakhs and Rs. 2861 lakhs respectively. (Corresponding previous period: net gain of Rs. 260 lakhs and Rs. 3158 lakhs respectively). Other Income (Net) for the quarter ended September 30th, 2016 includes net foreign exchange gain/(loss) of Rs. (98) lakhs.
- 8 During the quarter ended 31st December, 2016, the Company issued 2,750 equity shares pursuant to the exercise of stock options by certain employees under the "2002 ESOP" and 47,170 equity shares under "2006 ESOP" stock option plan.
- 9 The board of directors in their meetings on January 24, 2017 declared an interim dividend of Rs. 5 per equity share.
- 10 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			Nine months ended		
	31-Dec-2016	30-Sep-2016	31-Dec-2015	31-Dec-2016	31-Dec-2015	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	
Net Sales/Income from Operations	32457	32736	30574	97473	92468	
Profit before tax	8847	6040	6361	22523	24940	
Profit after tax	6343	4377	4600	16034	18341	

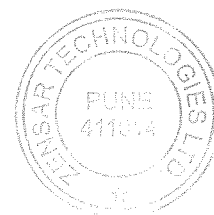
- 11 The reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given below:

Description	(Rs. in Lakhs)	
	For Quarter ended December 31, 2015	For Nine months ended December 31, 2015
Net profit as per previous GAAP (Indian GAAP)	7,251	24,123
Ind AS adjustments:		
Net adjustment on de-consolidation of an entity pursuant to requirements of Ind AS 110*	41	(25)
Actuarial loss on employee defined benefit plans recognised in Other Comprehensive Income	(163)	167
Effect of employee stock option measurement and amortisation based on fair value of options	(84)	(231)
Effect of fair valuing security deposits and amortisation of advance rentals	(36)	(120)
Effect of measuring investments at fair value through profit and loss	134	255
Fair valuation changes of other financial liabilities	83	272
Others	180	525
Deferred tax on undistributed earnings of subsidiaries	(43)	(42)
Deferred taxes on above Ind AS adjustments	(131)	(540)
Net profit as per Ind AS	7,232	24,384
Other comprehensive income, net of income tax	(825)	2,245
Total comprehensive income for the period	6,407	26,629

* includes net sales/income from operations - Rs. 622 lakhs and Rs. 1949 lakhs for the quarter and nine months ended 31st December, 2015 respectively

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
Sandeep Kishore
Managing Director & CEO
DIN:07393680

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 and nine months ended December 31, 2016 which are included in the accompanying 'Statement of Standalone Unaudited Results for the Quarter and Nine months ended 31st December, 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") and SEBI Circular dated July 5, 2016, 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 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 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 and SEBI circular dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to the following matter:
 - 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.

Our conclusion is not qualified in respect of this matter.

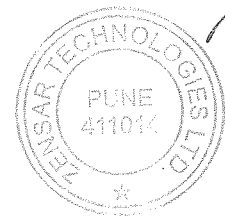
For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Amit Borkar
Partner
Membership Number: 109846

Place: Mumbai
Date: January 24, 2017

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 and Nine months ended 31st December, 2016					
(Rs. in Lakhs)					
Particulars	Quarter ended			Nine months ended	
	31-Dec-2016	30-Sep-2016	31-Dec-2015	31-Dec-2016	31-Dec-2015
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1 Income from Operations					
(a) Net Sales/Income from Operations	32,457	32,736	30,574	97,473	92,468
(b) Other Operating Income	264	253	336	763	934
Total income from operations	32,721	32,989	30,910	98,236	93,402
2 Expenses					
a. Purchase of traded goods	1,118	2,320	2,042	6,650	4,804
b. Employee benefits expense	18,657	18,664	17,389	54,414	50,035
c. Depreciation and amortisation expense	848	937	871	2,518	2,515
d. Other expenses	4,466	4,949	4,780	14,558	15,598
Total expenses	25,089	26,870	25,082	78,140	72,952
3 Profit from Operations before other income, finance costs and exceptional items (1-2)	7,632	6,119	5,828	20,096	20,450
4 Other Income (Net)	1,240	(58)	568	2,480	4,586
5 Profit before finance costs and exceptional items (3+4)	8,872	6,061	6,396	22,576	25,036
6 Finance costs	25	21	35	53	96
7 Profit from ordinary activities after finance costs but before exceptional items (5-6)	8,847	6,040	6,361	22,523	24,940
8 Exceptional Items	-	-	-	-	-
9 Profit before tax (7+8)	8,847	6,040	6,361	22,523	24,940
10 Tax expense	2,504	1,663	1,761	6,489	6,599
11 Net Profit for the period (9-10)	6,343	4,377	4,600	16,034	18,341
12 Other comprehensive income, net of income tax					
A. Items that will not be reclassified to profit or loss	(231)	(332)	107	(596)	(109)
B. Items that will be reclassified to profit or loss	(94)	436	(326)	319	(747)
Total other comprehensive income, net of income tax	(325)	104	(219)	(277)	(856)
13 Total comprehensive income for the period (11+12)	6,018	4,481	4,381	15,757	17,485
14 Paid-up equity share capital (Face value Rs. 10 each)	4,480	4,475	4,454	4,480	4,454
15 Earnings Per Share (EPS) (Face value Rs. 10 each) (not annualised):					
a) Basic	14.16	9.79	10.34	35.86	41.30
b) Diluted	13.94	9.64	10.17	35.30	40.69



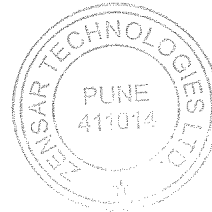
Notes :

- 1 The above financial results were reviewed and recommended by the Audit Committee and taken on record by the Board of Directors at their meetings held on 24th January, 2017.
- 2 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.
- 3 The statement does not include Ind AS compliant results for the previous year ended 31 March 2016 as the same is not mandatory as per SEBI's circular dated 5 July 2016.
- 4 The Limited Review under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 and nine months ended 31st December, 2016.
- 5 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.
- 6 Other Income (Net) for the quarter and nine months ended December 31st, 2016 includes net foreign exchange gain/(loss) of Rs. 883 lakhs and Rs. 1183 lakhs respectively. (Corresponding previous period: net gain of Rs. 201 lakhs and Rs. 2420 lakhs respectively). Other Income (Net) for the quarter ended September 30th, 2016 includes net foreign exchange gain/(loss) of Rs. (640) lakhs.
- 7 During the quarter ended 31st December, 2016, the Company issued 2,750 equity shares pursuant to the exercise of stock options by certain employees under the "2002 ESOP" and 47,170 equity shares under "2006 ESOP" stock option plan.
- 8 The board of directors in their meetings on January 24, 2017 declared an interim dividend of Rs. 5 per equity share.
- 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 December 31, 2015	For Nine months ended December 31, 2015
Net profit as per previous GAAP (Indian GAAP)	4,663	18,111
Ind AS adjustments:		
Actuarial loss on employee defined benefit plans recognised in Other Comprehensive Income	(163)	167
Effect of employee stock option measurement and amortisation based on fair value of options	(84)	(231)
Effect of employee stock option measurement and amortisation based on fair value of options	64	191
Goodwill amortization written back	(32)	(109)
Effect of fair valuing security deposits and amortisation of advance rentals	134	255
Effect of measuring investments at fair value through profit and loss	13	75
Effect of Actuarial valuation of employee benefits	26	92
Others	(21)	(210)
Deferred taxes on above Ind AS adjustments	4,600	18,341
Net profit as per Ind AS	(219)	(856)
Other comprehensive income, net of income tax	4,381	17,485
Total comprehensive income for the period		

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

Sandeep Kishore
Managing Director & CEO
DIN:07393680

Mumbai
Date: 24th January, 2017