

Date: June 27, 2017

BSE Limited

Corporate Service Department,
01st Floor, P. J. Towers,
Dalal Street,
Mumbai 400 001

Fax: (022) 2272 2039/2272 3121

Scrip ID: ZENSARTECH
Scrip Code: 504067

The National Stock Exchange of India Ltd.

Exchange Plaza, 03rd floor,
Plot No. C/1, 'G' block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Fax: (022) 26598237/26598238

Symbol: ZENSARTECH
Series: EQ

Sub: 54th Annual General Meeting - Newspaper Publication

Dear Sir(s),

This has reference to the captioned subject and in continuation with our letter dated April 26, 2017 informing the date of 54th Annual General Meeting and Book Closure for the purpose of payment of Final Dividend for FY 2016-17 & 54th Annual General Meeting of the Company.

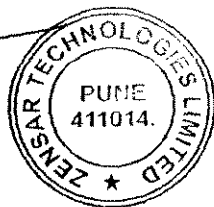
We have enclosed herewith a copy of the Notice of 54th Annual General Meeting of the Company.

Kindly take the same on record.

Thanking you,
Yours sincerely,

For **Zensar Technologies Limited**

Nilesh Limaye
Company Secretary



Encl.: As above



ZENSAR TECHNOLOGIES LIMITED

(CIN L72200PN1963PLC012621)

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 54TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ZENSAR TECHNOLOGIES LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ZENSAR KNOWLEDGE PARK, PLOT # 4, MIDC, KHARADI, OFF NAGAR ROAD, PUNE 411014 ON WEDNESDAY, 19TH DAY, OF JULY, 2017 AT 12.00 NOON TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Accounts

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 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, 2017 and the Auditors' Report thereon.

Item No. 2 – Declaration of Dividend

To confirm payment of Interim Dividend and to declare a Final Dividend on Equity Share Capital of the Company for the financial year ended 31st March, 2017.

Item No. 3 – Re - appointment of Mr. Shashank Singh

To re-appoint Mr. Shashank Singh (DIN02826978), 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.

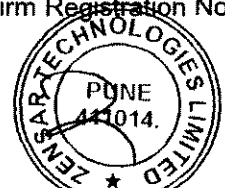
RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Shashank Singh as a Non-executive Director liable to retire by rotation.

Item No. 4 – Appointment of Auditors.

To appoint M/s Deloitte Haskins and Sells LLP as Statutory Auditors, Chartered Accountants, having ICAI Firm Registration No. 117366W/W-100018, as the Auditors of the Company, in place of retiring Statutory Auditors, M/s Price Waterhouse, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2022 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 Deloitte Haskins and Sells LLP, Chartered Accountants, having ICAI Firm Registration No.



117366W/W-100018 as Statutory Auditors of the Company to hold the office from conclusion of this Annual General Meeting (AGM) until conclusion of the AGM to be held in the year 2022 for conducting audit of financial statements of the Company for a period of five years from the Financial year 2017-18 to Financial Year 2021-22 and Board/Audit Committee is authorised to fix the remuneration.

SPECIAL BUSINESS

Item No. 5 – Adoption of New Set of Articles.

To adopt a new set of Articles

Members are requested to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 the Regulations contained in the draft of the new set of Articles of Association placed before the meeting and initialed by the Company Secretary for the purpose of identification be and the same is hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the present Articles of Association of the Company.”

FURTHER RESOLVED THAT the Board of Directors of the Company (including a Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

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

Pune, 25th April, 2017

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

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 certificate 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). SHAREHOLDERS 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. Shashank Singh retire by rotation and being eligible offer himself for re-appointment. A brief resume of Mr. Shashank Singh 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:

Bigshare Services Private Limited.
E-2/3 Ansa Industrial Estate
Saki Vihar Road, Saki Naka, Andheri (East)
Mumbai Maharashtra India
Phone No. - 022 4043 0200
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 for the purpose of determining eligibility of the shareholders entitled to receive the dividend from 12th July, 2017 to 19th July, 2017 (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 2010 remaining unpaid for Seven years to Investors Education and Protection Fund (IEPF). Members who have not encashed their dividend warrants for the subsequent years are requested to send their Dividend Warrants for revalidation to the Company or to its Registrar and Share Transfer Agents.
11. Investors may address their queries/communications to investor@zensar.com and/or investor@bigshareonline.com
12. The Annual Report 2016-17 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 2016-17 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. Sridhar Mudliar, 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.
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 favor 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 website of CDSL, www.evotingindia.com and communicated to the Stock Exchanges immediately after declaration.

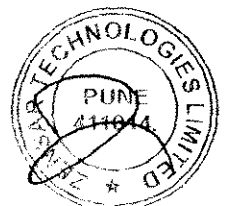
18. The information and instructions relating to e-voting are as below :

- i. The voting period begins on 16th July, 2017 (09:00 a.m.) and ends on 18th July, 2017 (05:00 a.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on 12th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. 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 Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. 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 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)	<ul style="list-style-type: none"> • 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) 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 is to be also used by the DEMAT holders 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a DEMAT account holder has forgotten the 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) 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 linked in the login 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 and 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

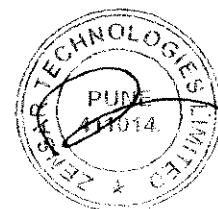
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 :

The Articles of Association of the Company as currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time, over the past several years.

Substantive changes made through the amended Companies Act, 2013 require suitable changes in the existing Articles of Association of the Company. Further, the references to the specific sections of the Companies Act, 1956 in the existing Articles of Association, being no longer in conformity with the sections in Companies Act, 2013, hence such references require changes.

Accordingly, the Company proposes to approve and adopt a new set of Articles of Association prepared in consonance with the provisions of the Companies Act, 2013 and Rules made thereunder.



Amendment made in the existing Articles of Association of the Company vide approval of the shareholders through Postal Ballot on 22nd March, 2016 are retained in the proposed new set of Articles of Association.

Mr. Shashank Singh, his relatives, Marina Holdco (FPI) Ltd and Apax Partners may be deemed to be interested in the resolution set out at Item No. 5 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends passing of the resolution as set out under Item No. 5 for approval of the members as special resolution.

A copy of the existing Articles of Association and of the proposed new set of Articles of Association will be open for inspection by Members at the Registered Office of the Company during normal working hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays and Public Holidays).

ADDITIONAL INFORMATION:

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Brief Resume of Mr. Shashank Singh

Shashank Singh is a Partner and Head of the India office of Apax Partners, the global Private Equity fund based out of Europe, having helped to start it in 2007.

Shashank joined Apax in 2004 in London, where he specialised in Tech & Telecom deals. Shashank has led or participated in a number of key deals at Apax including Zensar Technologies Limited, Shriram City Union Finance (SCUF), Chola, GlobalLogic, IGATE, Apollo Hospitals, TIM Hellas, Weather Investments, TDC, Bezeq and Synetrix. He is currently on the Board of GlobalLogic, and was previously on the Boards of IGATE and Apollo Hospitals. He is an Independent Non-executive Director on the Board of Greatship (India) Limited and Dasra (an NGO).

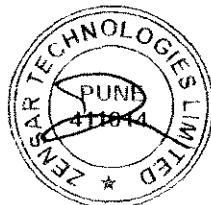
Prior to joining Apax Partners, Shashank was a strategy consultant with Monitor Company, where he advised clients in the telecoms and high technology sectors.

Shashank has an MBA from Harvard Business School (Baker Scholar), a first class MA in economics from Cambridge University and a BA (Hons) with distinction from St. Stephen's College (University of Delhi).

- **Nature of expertise in specific functional areas.**
Finance, M & A, Corporate Strategy, Restructuring.
- **Inter-se relationship with Directors and Key Managerial Personnel**
Nil
- **Listed companies (other than Zensar Technologies Limited) in which Mr. Shashank Singh holds Directorship or Committee Membership.**
Directorship - Shriram City Union Finance Limited
Committee Membership - Nil
- **Shareholding in the Company.**
Mr. Shashank Singh does not hold any shares in the company in his individual capacity.

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

Pune, 25th April, 2017



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