

Date: July 20, 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

Dear Sir(s),

Subject: Outcome of the Board Meeting held on July 20, 2017

We wish to inform you that the Board of Directors of the Company at its meeting held today, inter alia, has approved the unaudited financial results of the Company for the quarter ended June 30, 2017;

This is for your information and dissemination purpose.

Thanking you,
Yours faithfully,

For Zensar Technologies Limited


Niles Limaye
Company Secretary
Mem. No. A4075



INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF ZENSAR TECHNOLOGIES LIMITED

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **ZENSAR TECHNOLOGIES LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the Quarter ended June 30, 2017 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement which is the responsibility of the Parent's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement 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. A review is limited primarily to inquiries of Parent's 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.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement [which includes the results of the entities listed in Note 5 of the Statement] prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No.

4. The comparative financial information of the Group for the quarter ended June 30, 2016 and for the year ended 31st March 2017 included in this Statement has been reviewed / audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated July 21, 2016 and April 25, 2017 expressed an unmodified conclusion / opinion. Adjustments as stated in Note 4, made to the previously issued said financial information for quarter ended 30th June 2016 prepared in accordance with the Ind AS have been reviewed by us.

Our report is not qualified in respect of these matters.

**For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)**


**Hemant M. Joshi
Partner
(Membership No.38019)**

**Place: Pune
Date: July 20, 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 ended 30th June, 2017				
(Rs. In Lakhs)				
Particulars	Quarter ended			Year ended
	30-Jun-2017	31-Mar-2017	30-Jun-2016	31-Mar-2017
	Unaudited	Unaudited	Unaudited	Audited
1 Revenue from operations	73,665	74,331	75,542	305,559
2 Other income (net)	2,026	(2,280)	1,980	2,406
3 Total Revenue	75,691	72,051	77,522	307,965
4 Expenses				
a. Purchase of traded goods	3,637	2,926	6,933	22,167
b. Changes in inventories	(387)	769	(204)	1,319
c. Employee benefits expense	41,364	41,277	37,542	158,007
d. Cost of manpower hired	9,537	9,046	8,896	35,880
e. Depreciation and amortisation expense	1,807	1,268	1,102	4,857
f. Other expenses	12,036	14,462	12,003	49,996
g. Finance costs	621	331	173	877
Total expenses	68,615	70,079	66,445	273,103
5 Profit before tax (3-4)	7,076	1,972	11,077	34,862
6 Tax expense				
a. Current tax	2,487	(61)	4,196	10,506
b. Deferred tax	(219)	960	(589)	519
7 Net Profit for the period (5-6)	4,808	1,073	7,470	23,837
8 Net Profit/(Loss) attributable to:				
- Owners	4,717	1,035	7,414	23,486
- Non-controlling interests	91	38	56	351
9 Other comprehensive income, net of income tax				
A. Items that will not be reclassified to profit or loss	-	(34)	(33)	(630)
B. Items that will be reclassified to profit or loss	256	(1,160)	161	(1,182)
Total other comprehensive income, net of income tax	256	(1,194)	128	(1,812)
10 Total comprehensive income for the period (7+9)	5,064	(121)	7,598	22,025
11 Total comprehensive income attributable to:				
- Owners	4,973	(159)	7,536	21,674
- Non-controlling interests	91	38	62	351
12 Paid-up equity share capital (Face value Rs.10 each)	4,488	4,487	4,467	4,487
13 Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year				142,562
14 Earnings Per Share (EPS) (Face value Rs. 10 each) (not annualised):				
a) Basic	10.51	2.31	16.61	52.50
b) Diluted	10.37	2.28	16.40	51.76

Consolidated Segment wise Revenue, Results & Capital employed for the quarter ended 30th June, 2017

(Rs. in Lakhs)				
Particulars	Quarter ended			Year ended
	30-Jun-2017	31-Mar-2017	30-Jun-2016	31-Mar-2017
	Unaudited	Unaudited	Unaudited	Audited
1 Segment Revenue				
Application Management Services	60,065	61,080	58,866	239,860
Infrastructure Management Services	13,600	13,251	16,676	65,699
Revenue From Operations	73,665	74,331	75,542	305,559
2 Segment Results Profit / (Loss) before tax and interest				
Application Management Services	8,327	9,865	10,702	44,653
Infrastructure Management Services	416	(1,613)	579	(2,434)
Total Segment Results	8,743	8,252	11,281	42,219
Less: Finance costs	621	331	173	877
Less: Unallocable expenditure net of unallocable income	1,046	5,949	31	6,480
Total Profit before Tax	7,076	1,972	11,077	34,862

Segment Capital Employed

Segregation of assets, liabilities, depreciation into various primary segments has not been done as these are used interchangeably between segments. Accordingly no disclosure relating to such 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 meeting held on July 20, 2017.
- 2 In November 2016, the Company, through its wholly owned subsidiary, Zensar Technologies (UK) Limited, acquired a 100% stake in Foolproof Limited, an Experience Design Company based in UK. The results for the quarter ended June 30, 2017 include the results of Foolproof Group (Revenue from operations of Rs. 2257 lakhs and Profit/(Loss) before tax of Rs. (117) lakhs) and are therefore not comparable with results for quarter ended June 30, 2016.
- 3 The Company on April 1, 2017, completed the acquisition of business from Keystone Logic Solutions Private Limited through a Business Undertaking Transfer Agreement dated March 30, 2017. In accordance with the agreement, the company has paid the initial consideration of Rs. 5181 lakhs and accrued the contingent consideration payable over next three years till FY 2019-20 as per mutually agreed milestones and conditions of an amount upto Rs. 8000 lakhs (USD 12.39 million). Further, the Company through its subsidiary, Zensar Technologies Inc. has acquired 100% stake in Keystone Logic Inc. based in US on March 30, 2017 for a total consideration of USD 5.95 Million. The acquisition was consummated on April 1, 2017. The results for the quarter ended June 30, 2017 include the results of the above mentioned acquired business & entity (Revenue from operations of Rs. 3129 lakhs and Profit before tax of Rs. 1103 lakhs) and are therefore not comparable with results of previous periods.
- 4 The Group had initially opted to apply Ind AS 103- Business Combinations from the date of transition i.e. April 1, 2015 to Indian Accounting Standards. However, during the quarter ended March 31, 2017, the Group opted to apply this standard to all business combinations completed on or after October 1, 2010. Accordingly, the figures for quarter ended June 30, 2016 have been restated to give effect of the above mentioned change and consequently, the profit before tax for the quarter ended 30th June 2016 is lower by Rs. 176 lakhs than as reported earlier.
- 5 The consolidated financial results include the results of Zensar Technologies Limited and its subsidiaries viz., Zensar Technologies Inc., Zensar Technologies (UK) Limited, PSI Holding Group Inc., Zensar Technologies IM Inc., Zensar Technologies IM B.V., Zensar (Africa) Holdings Pty Limited, Zensar (South Africa) Pty Limited, Professional Access Limited, Zensar Technologies (Singapore) Pte. Limited, Foolproof Limited, Knit Limited, Foolproof (SG) Pte Limited, Flow Interactive Limited, Zensar Technologies (Shanghai) Company Limited and Keystone Logic Inc.
- 6 Other Income (Net) for the quarter ended June 30, 2017 includes foreign exchange gain of Rs. 1240 lakhs. (Corresponding previous period: net gain of Rs. 1431 lakhs). Other Income (net) for the quarter and year ended March 31, 2017 includes net foreign exchange gain/(loss) of Rs. (2654) lakhs and Rs. 207 lakhs respectively.
- 7 During the quarter ended June 30, 2017, the Company issued Nil equity shares pursuant to the exercise of stock options by certain employees under the "2002 ESOP" and 11,124 equity shares under "2006 ESOP" stock option plan.
- 8 Results of Zensar Technologies Limited on a stand alone basis are hosted on the Company's website www.zensar.com.

Stand-Alone Information				
Particulars	(Rs. In Lakhs)			
	Quarter ended			Year ended
	30-Jun-2017	31-Mar-2017	30-Jun-2016	31-Mar-2017
	Unaudited	Unaudited	Unaudited	Audited
Revenue from operations	30,331	29,767	32,280	127,240
Profit before tax	4,779	2,775	7,636	25,298
Net profit for the period	3,503	1,988	5,314	18,022

Mumbai
Date: July 20, 2017



For and on behalf of the Board


Sandeep Kishore
Managing Director & CEO
DIN:07393680

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF ZENSAR TECHNOLOGIES LIMITED

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **ZENSAR TECHNOLOGIES LIMITED** ("the Company"), for the Quarter ended June 30, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement 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. 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.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Deloitte
Haskins & Sells LLP**

4. The comparative financial information of the company for the quarter ended June 30, 2016 and for the year ended March 31, 2017 included in this Statement has been reviewed/audited by the predecessor auditor. The report of the predecessor auditor on these comparative financial information dated July 21, 2016 and April 25, 2017 expressed an unmodified opinion.

Our report is not qualified in respect of this matter.

**For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)**


**Hemant M. Joshi
Partner
(Membership No. 38019)**

**Place: Pune
Date: July 20, 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 ended 30th June,2017				
(Rs. in Lakhs)				
Particulars	Quarter ended			Year ended
	30-Jun-2017	31-Mar-2017	30-Jun-2016	31-Mar-2017
	Unaudited	Unaudited	Unaudited	Audited
1 Revenue from operations	30,331	29,767	32,280	127,240
2 Other income (net)	1,143	(1,033)	1,544	2,210
3 Total Revenue	31,474	28,734	33,824	129,450
4 Expenses				
a. Purchase of traded goods	396	572	3,212	7,222
b. Employee benefits expense	18,546	17,517	16,558	70,288
c. Cost of manpower hired	478	450	535	2,093
d. Depreciation and amortisation expense	1,179	873	733	3,391
e. Other expenses	5,806	6,393	5,143	20,951
f. Finance costs	290	154	7	207
Total expenses	26,695	25,959	26,188	104,152
5 Profit before tax (3-4)	4,779	2,775	7,636	25,298
6 Tax expense				
a. Current tax	1,282	887	2,263	7,548
b. Deferred tax	(6)	(100)	59	(272)
7 Net Profit for the period (5-6)	3,503	1,988	5,314	18,022
8 Other comprehensive income, net of income tax				
A. Items that will not be reclassified to profit or loss	-	121	(33)	(475)
B. Items that will be reclassified to profit or loss	(334)	459	(23)	778
Total other comprehensive income, net of income tax	(334)	580	(56)	303
9 Total comprehensive income for the period (7+8)	3,169	2,568	5,258	18,325
10 Paid-up equity share capital (Face value Rs. 10 each)	4,488	4,487	4,467	4,487
11 Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year				108,329
12 Earnings Per Share (EPS) (Face value Rs. 10 each) (not annualised):				
a) Basic	7.80	4.44	11.91	40.28
b) Diluted	7.70	4.37	11.76	39.72

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 July 20, 2017.
- The Company on April 1, 2017, completed the acquisition of business from Keystone Logic Solutions Private Limited through a Business Undertaking Transfer Agreement dated March 30, 2017. In accordance with the agreement, the company has paid the initial consideration of Rs. 5181 lakhs and accrued the contingent consideration payable over next three years till FY 2019-20 as per mutually agreed milestones and conditions of an amount upto Rs. 8000 lakhs (USD 12.39 million).
The results for the quarter ended June 30, 2017 include the results of the above mentioned acquired business (Net sales/Income from operations of Rs. 1687 lakhs and Profit before tax of Rs. 825 lakhs) and are therefore not comparable with results of previous periods.
- Where financial results are declared for both consolidated and standalone entity, segment information may 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 30, 2017 includes foreign exchange gain of Rs. 228 lakhs. (Corresponding previous period: net gain of Rs. 940 lakhs). Other Income (net) for the quarter and year ended March 31, 2017 includes net foreign exchange gain/(loss) of Rs. (2231) lakhs and Rs. (1048) lakhs respectively.
- During the quarter ended June 30, 2017, the Company issued Nil equity shares pursuant to the exercise of stock options by certain employees under the "2002 ESOP" and 11,124 equity shares under "2006 ESOP" stock option plan.

Mumbai
Date: July 20, 2017



For and on behalf of the Board


Sandeep Kishore
Managing Director & CEO
DIN:07393680

Zensar Technologies Limited			
Registered Office : Zensar Knowledge Park, Kharadi, Plot # 4 , MIDC, Off Nagar Road, Pune - 411014, India			
Extract of Consolidated Unaudited Results for the Quarter ended 30th June, 2017			
(Rs. in Lakhs)			
Particulars	Quarter ended		Year ended
	30-Jun-2017	30-Jun-2016	31-Mar-2017
	Unaudited	Unaudited	Audited
Total Revenue	75,691	77,522	307,965
Net Profit / (Loss) for the period before tax	7,076	11,077	34,862
Net Profit / (Loss) for the period after tax	4,808	7,470	23,837
Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	5,064	7,598	22,025
Equity Share Capital	4,488	4,467	4,487
Reserves (excluding Revaluation Reserve)			142,562
Earnings Per Share (EPS) - Face value Rs. 10 each			
a) Basic	10.51	16.61	52.50
b) Diluted	10.37	16.40	51.76

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 July 20, 2017.
- In November 2016, the Company, through its wholly owned subsidiary, Zensar Technologies (UK) Limited, acquired a 100% stake in Foolproof Limited, an Experience Design Company based in UK. The results for the quarter ended June 30, 2017 include the results of Foolproof Group (Revenue from operations of Rs. 2257 lakhs and Profit/(Loss) before tax of Rs. (117) lakhs) and are therefore not comparable with results for quarter ended June 30, 2016.
- The Company on April 1, 2017, completed the acquisition of business from Keystone Logic Solutions Private Limited through a Business Undertaking Transfer Agreement dated March 30, 2017. In accordance with the agreement, the company has paid the initial consideration of Rs. 5181 lakhs and accrued the contingent consideration payable over next three years till FY 2019-20 as per mutually agreed milestones and conditions of an amount upto Rs. 8000 lakhs (USD 12.39 million). Further, the Company through its subsidiary, Zensar Technologies Inc. has acquired 100% stake in Keystone Logic Inc. based in US on March 30, 2017 for a total consideration of USD 5.95 Million. The acquisition was consummated on April 1, 2017. The results for the quarter ended June 30, 2017 include the results of the above mentioned acquired business & entity (Revenue from operations of Rs. 3129 lakhs and Profit before tax of Rs. 1103 lakhs) and are therefore not comparable with results of previous periods.
- The Group had initially opted to apply Ind AS 103- Business Combinations from the date of transition i.e. April 1, 2015 to Indian Accounting Standards. However, during the quarter ended March 31, 2017, the Group opted to apply this standard to all business combinations completed on or after October 1, 2010. Accordingly, the figures for quarter ended June 30, 2016 have been restated to give effect of the above mentioned change and consequently, the profit before tax for the quarter ended 30th June 2016 is lower by Rs. 176 lakhs than as reported earlier.
- The consolidated financial results include the results of Zensar Technologies Limited and its subsidiaries viz., Zensar Technologies Inc., Zensar Technologies (UK) Limited, PSI Holding Group Inc., Zensar Technologies IM Inc., Zensar Technologies IM B.V., Zensar (Africa) Holdings Pty Limited, Zensar (South Africa) Pty Limited, Professional Access Limited, Zensar Technologies (Singapore) Pte. Limited, Foolproof Limited, Knit Limited, Foolproof (SG) Pte Limited, Flow Interactive Limited, Zensar Technologies (Shanghai) Company Limited and Keystone Logic Inc.
- Other Income (Net) for the quarter ended June 30, 2017 includes foreign exchange gain of Rs. 1240 lakhs. (Corresponding previous period: net gain of Rs. 1431 lakhs). Other Income (net) for the quarter and year ended March 31, 2017 includes net foreign exchange gain/(loss) of Rs. (2654) lakhs and Rs. 207 lakhs respectively.
- During the quarter ended June 30, 2017, the Company issued Nil equity shares pursuant to the exercise of stock options by certain employees under the "2002 ESOP" and 11,124 equity shares under "2006 ESOP" stock option plan.

8 Standalone Information:

Particulars	(Rs. in Lakhs)		
	Quarter ended		Year ended
	30-Jun-2017	30-Jun-2016	31-Mar-2017
	Unaudited	Unaudited	Audited
Revenue from Operations	30,331	32,280	127,240
Profit before tax	4,779	7,636	25,298
Net profit for the period	3,503	5,314	18,022

- The above is an extract of the detailed format of Quarterly Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the standalone and consolidated quarterly financial results are available on stock exchange websites (www.nseindia.com and www.bseindia.com) and on Company's website (www.zensar.com).

