

Press Release

Zensar Technologies Inc. acquires Professional Access Inc. Targets Leadership in Retail e-Commerce

Pune and New York – Aug 14, 2014: Zensar Technologies Inc USA and Professional Access Inc, USA (PA) today announced that the two companies have entered into a definitive agreement for Zensar to acquire Professional Access. Under the terms of the Agreement, the New York-based PA will now be a wholly-owned subsidiary of Zensar Technologies Inc. The deal will be financed by a combination of internal accruals and debt.

With revenues of over USD 38 million, PA is one of the largest Oracle ATG and Endeca partners in the world. It is an Oracle Platinum partner with presence in US, UK, Latin America, Middle East and Africa. The company works with several large and mid-sized retailers in these geographies to build and implement their e-Commerce strategies.

This acquisition furthers Zensar's mission to strengthen its dominant position in the critical and fast growing Oracle e-Commerce space by combining Zensar's Oracle EBS, Oracle Retail and Fusion Middleware solutions for global clients. With this acquisition, Zensar will be well positioned to deliver solutions that can transform the future of e-Commerce around the world.

Announcing the acquisition, **Mr. Harsh Goenka, Chairman of RPG and Zensar** said, *"PA's market leadership in Oracle e-Commerce space and its strong management team is strategic to Zensar's plan to increase its market share in the high growth e-Commerce space specifically and the MRD segment in general. The combination of the two companies will enhance the value Zensar delivers to clients in the retail domain."*

"Zensar's proven track record with large Oracle deployments for Retail and Manufacturing clients will be significantly enhanced by the outstanding Retail Commerce credentials of PA", said **Dr Ganesh Natarajan, Vice Chairman & Managing Director of Zensar.**

Professional Access founders Mr. Babu Venkatesh and Mr. Ashu Chahal will continue to manage PA. Their management team and all their associates based in Bengaluru, Mumbai and Delhi-NCR will become a part of Zensar's Global Delivery organization.

"At Professional Access, everything we do is focused on helping achieve commerce excellence. As a value-driven organization, we have the ability to engage with clients in every phase of their commerce lifecycle by identifying where they stand today, drive where they want to be in the near term, and then help guide them in the long term. By joining forces with Zensar we will accelerate our ability to deliver on our vision of bringing commerce excellence closer to our clients and in becoming their transformation partners", said **Babu Venkatesh, CEO of Professional Access.**

Addition of PA's 800 plus exceptional Oracle e-Commerce associates will now take Zensar's overall Oracle practice strength to over 2200, focussing on delivering Oracle enterprise and digital commerce solutions to retailers and manufacturers globally. PA's impressive client list significantly enhances Zensar's retail client footprint globally.

The financial advisors for this transaction were ICICI Securities Ltd and legal advisors were Nishith Desai Associates in India and Stahl Cowen Crowley Addis LLC in USA.



About Zensar Technologies (www.zensar.com)

Zensar Technologies is a leading software and infrastructure services provider. The company has industry expertise that spans Manufacturing, Retail, Healthcare, Utilities, Banking Financial Services and Insurance. An RPG Group company, Zensar has near 7000 employees with sales and operations presence across US, UK, Europe, Middle East, South Africa, Singapore and Australia. The Company delivers comprehensive services for mission-critical applications, enterprise applications, business intelligence and analytics, CRM and Business Process Management. Zensar also provides innovative Infrastructure Management solutions that enable leading companies worldwide to optimize, secure, manage and support their mission-critical infrastructure. Using its multi-shore capabilities, Zensar combines expert consulting, integration and support services with world-class customer service to help IT organizations reduce costs, increase efficiencies and manage risk better. The Company has developed tools and methodologies, including the proprietary Solution Blueprint (SBP), which enables its clients with innovative business solutions and a rapid 'go-to-market' capability. The Company supports Fortune 500 clients with software business solutions that help them compete in the digital economy.

About RPG Enterprises (www.rpggroup.com)

RPG Enterprises is one of India's largest industrial conglomerates. With over 16 companies in its fold, the group has a strong presence in 8 business sectors. Established in 1979, RPG Enterprises is one of India's fastest growing business groups with a turnover touching Rs. 18,200 cr. The group has more than sixteen companies managing diverse business interests in the areas of Power, Tyre, Infrastructure, IT, Retail, Entertainment, Carbon Black and Specialty.

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Safe Harbor

Certain statements in this release concerning our future growth prospects are forward-looking statements which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding fluctuations in earnings, our ability to manage growth, intense competition in IT services including those factors which may affect our cost advantage, wage increases in India, our ability to attract and retain highly skilled professionals, time and cost overruns on fixed price, fixed-time frame contracts, client concentration, restrictions on immigration, our ability to manage our international operations, reduced demand for technology in our key focus areas, disruptions in telecommunication networks, our ability to successfully complete and integrate potential acquisitions, liability for damages on our service contracts, withdrawal of governmental fiscal incentives, political instability, legal restrictions on raising capital or acquiring companies outside India, and unauthorized use of our intellectual property and general economic conditions affecting our industry. The Company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the Company.

