

ZENSAR TECHNOLOGIES LIMITED

Regd. Off.: Zensar Knowledge Park, Kharadi, Plot # 4, MIDC, Off Nagar Road, Pune 411 014
(CIN L72200PN1963PLC012621)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 51ST ANNUAL GENERAL MEETING OF THE MEMBERS OF ZENSAR TECHNOLOGIES LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT ZENSAR KNOWLEDGE PARK, PLOT # 4, KHARADI MIDC, OFF NAGAR ROAD, PUNE 411014 ON WEDNESDAY, 23RD DAY OF JULY, 2014 AT 12.00 NOON TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Accounts.

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date and the Auditors' Report thereon and the Report of the Directors.

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, 2014.

Item No. 3 – Re-appointment of Mr. Arvind Agrawal.

To appoint a Director in place of Mr. Arvind Agrawal (DIN 00193566), who retires by rotation, and being eligible, offers himself for reappointment.

Item No. 4 – Re - appointment of Mr. John Levack.

To appoint a Director in place of Mr. John Levack (DIN 00155470), who retires by rotation, and being eligible, offers himself for reappointment.

Item No. 5 – Appointment of Auditors.

To appoint M/s Price Waterhouse, Chartered Accountants, Pune as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

Special Business

Item No. 6 – Appointment of Mr. Niraj Bajaj as an Independent Director not liable to retire by rotation.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution

“RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment

thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Niraj Bajaj (DIN 00028261) Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office up to 31st March, 2019.

By Order of the Board of Directors

NILESH LIMAYE

Company Secretary

Mumbai, 22nd April, 2014

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 APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) HAS THROUGH A CIRCULAR DIRECTED ALL THE COMPANIES TO PAY DIVIDEND THROUGH ELECTRONIC MODE. ACCORDINGLY ALL THE SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED 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.
3. 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.
4. In terms of the Provisions of the Companies Act, 2013 and rules made thereunder and Articles of Association of the Company, Mr. Arvind Agrawal and Mr. John Levack retire by rotation and being eligible offer themselves for Re-appointment. Further, Mr. Niraj Bajaj, retiring Independent Director is proposed to be appointed as an Independent Director not liable to retire by rotation up to 31st March, 2019. A brief resume of the Directors along with nature of their expertise are given herewith and forms part of the notice convening the Annual General Meeting.
5. 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:

Sharepro Services (India) Pvt. Ltd.
13AB Samhita Warehousing Complex
Off. Andheri Kurla Road
Sakinaka Telephone Exchange Lane
Sakinaka, Andheri East
Mumbai 400 072
Tel: +91-022-67720300/400

6. Members are requested to bring their copy of the Annual Report with them to the Meeting.
7. 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.
8. 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 16th July, 2014 to 23rd July, 2014 (both days inclusive).
9. The dividend recommended by the Board of Directors, on approval by the members at the ensuing Annual General Meeting, will be paid to those shareholders, whose names appear in the Company's Register of Members as on close of business day on 15th July, 2014.
10. Pursuant to the provisions of the Section 205A of the Companies Act, 1956, Company has transferred unpaid Dividend up to the year 2006 remaining unpaid for Seven years to Investors Education and Protection Fund (IEPF). Members who have not en-cashed their dividend warrants for the subsequent years are requested to send their Dividend Warrants for revalidation to the Company or its Registrar and Share Transfer Agents.
11. Investors may address their queries/communications to investor@zensar.com.
12. To support the Green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their Email Address with Depository/Company so that all communications / documents can be sent in electronic mode.

13. Voting through Electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 51st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz; "Zensar Tech e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of Zensar Technologies Limited.
 - viii. Now you are ready for e-voting as Cast Vote page opens.

- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to deulkarcs@gmail.com or companysecretarial@zensar.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 5. The e-voting period commences on 09th July, 2014 (9:00 am) and ends on 11th July, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th June, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 13th June, 2014.
 7. Mr. S. V. Deulkar, Company Secretary in Practice (Membership No. 1321) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 8. 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 Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 9. The Results shall be declared on or after the AGM of the Company. 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 NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

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

Item No. 6

Mr. Niraj Bajaj is a Non-Executive Independent Director of the Company. He joined the Board of Directors in October, 2010. Mr. Niraj Bajaj retires by rotation under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, Mr. Niraj Bajaj being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director not liable to retire by rotation up to 31st March, 2019.

The Company has received from Mr. Niraj Bajaj (i) Consent to act as Director; (ii) requisite intimation to the effect that he is not disqualified under sub section 2 of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of the Members for the re-appointment of Mr. Niraj Bajaj as an Independent Director of the Company up to 31st March, 2019.

Accordingly Mr. Niraj Bajaj, an Independent Director who retires by rotation at the ensuing Annual General Meeting pursuant to the terms of the resolution passed earlier for his appointment, is proposed to be re-appointed as an Independent Director not liable to retire by rotation up to 31st March, 2019.

The Board of Director is of the opinion that Mr. Niraj Bajaj fulfills the conditions specified in the Companies Act, 2013 for being re-appointed as an Independent Director. The Board of Directors recommends the re-appointment of Mr. Niraj Bajaj as a Non-Executive Independent Director. A brief resume of Mr. Niraj Bajaj along with nature of his expertise is given herein under and forms a part of the Notice.

None of the Directors or Key Managerial Personnel and their relatives, other than Mr. Niraj Bajaj is concerned or interested in passing of the Resolution. Mr. Niraj Bajaj is not related to any other Directors on the Board of the Company.

Mr. Niraj Bajaj does not hold any Shares of the Company. The Board recommends the Resolution set forth in item no. 6 for the approval of the Members.

ADDITIONAL INFORMATION:

BRIEF RESUME OF DIRECTORS SEEKING REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

1. Mr. Arvind Agrawal

Mr. Arvind Agrawal, 63, is an alumnus of IIT (Kharagpur), IIM (Ahmadabad) and IIT (Bombay) from where he completed his Ph.D., in the area of Strategic Leadership, Batch of 1973. Majored in Marketing and Human Resource Development. The first 12 years of his working life was spent in the HR function in companies like Escorts and Modi Xerox. Thereafter, he assumed additional responsibilities for TQM in Modi Xerox, a move which "brought him closer to the business environment and issues". The exposure gained in TQM equipped him to take on the role of Corporate Strategy and Marketing at Modi Xerox itself. During the years 1994 to 1999, Mr. Agrawal was Chief Executive at Escorts responsible for the two Construction Equipment Business Companies i.e. Escorts JCB and Escorts Construction Equipment Limited. Since 1999, he is

President – Corporate Development and Group HR in RPG Group. His current responsibilities in RPG comprise HR and TQM. On the professional front, Mr. Agrawal has been active in Management & HR forums in the country. In 1992, Mr. Agrawal was awarded the National HRD Award. He served as the National President of National HRD Network during the year 2000 - 2002.

2. John Levack

John Levack is the Managing Director of Electra Partners Asia Ltd. He has 30 years of private equity experience with Electra and 3i plc in Asia and Europe, including four years in India. He is Vice Chairman of the Hong Kong Venture Capital Association. Mr. Levack has a degree in Business Administration from Bath University in the UK. He is also on the boards of Moser Baer India Ltd, Electra Partners Mauritius Ltd. and Electra Partners Asia Ltd. He is also a Member of Compensation Committee and Investor Grievance Committee of Moser Baer India Ltd.

3. Mr. Niraj Bajaj

Niraj R. Bajaj's career spans more than 25 years. Born on 10th October, 1954, he did his B.Com from Sydenham College of Commerce & Economics, Mumbai. He acquired his Master's in Business Administration from Harvard Business School, Boston, U.S.A. After doing a short stint at Bajaj Auto Ltd. and Bajaj Electricals Ltd., he has been associated with Mukand Ltd., in various positions and is now the Chairman & Managing Director. He was selected by World Economic Forum, as one of the "Global Leaders for Tomorrow", in 1993.

Niraj R. Bajaj is also on the Board of Directors of Bajaj Auto Ltd., Mukand Engineers Ltd., Bajaj Allianz Life Insurance Co. Ltd., Bajaj Allianz General Insurance Co Ltd., Hind Rectifiers Ltd., Bachhraj & Company, Baroda Industries and various other Bajaj Group Companies. He was President of the Alloy Steel Producer's Association and Indian Stainless Steel Development Association.

He represented India in table tennis for 7 years between 1970-77, of which last 4 years was as the Captain. He has been three-times All-India Table Tennis Champion and ranked India No.1, four times. He is the Recipient of Arjuna Award, India's highest Sport's honour, Shiv Chhatrapati Award, Maharashtra's highest Sport's honour and Awarded the Maharashtra Gaurav Puraskar.

By Order of the Board of Directors

NILESH LIMAYE

Company Secretary

Mumbai, 22nd April, 2014



Your Transformation Partner

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

(CIN L72200PN1963PLC012621)

Name of the Company : Zensar Technologies Limited
Registered Office : Zensar Knowledge Park, Kharadi, Plot # 4, MIDC, Off Nagar Road, Pune 411 014

Name of the member(s) :
Registered address :
Email Id :
Folio No./Client Id :
DP ID :

I/We being the member(s) of _____ shares of the above named company, hereby appoint

1. Name : _____
Address : _____
Email Id : _____
Signature : _____, or failing him
2. Name : _____
Address : _____
Email Id : _____
Signature : _____, or failing him
3. Name : _____
Address : _____
Email Id : _____
Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us on my / our behalf at the 51st Annual General Meeting of the Company to be held on the 23rd day of July, 2014 at 12.00 noon at Zensar Knowledge Park, Kharadi, Plot # 4, MIDC, Off Nagar Road, Pune 411 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Accounts for the Financial Year ended 31st March, 2014 (Ordinary Resolution)
2. Declaration of Dividend (Ordinary Resolution)
3. Re-appointment of Mr. Arvind Agrawal as Director of the Company (Ordinary Resolution)
4. Re-appointment of Mr. John Levack Director of the Company (Ordinary Resolution)
5. Appointment of Auditors (Ordinary Resolution)
6. Re-appointment of Mr. Niraj Bajaj as an Independent Director not liable to retire by rotation. (Ordinary Resolution)

Signed this day of 2014

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.