



- or otherwise use his knowledge or influence over any such customer or supplier to the detriment of the Company;
- iii. seek to contract with or engage (in such a way as to adversely affect the Company) any person who has been contracted with the Company or engaged or employed by the Company.

Dr. Ganesh Natarajan satisfies all the conditions as set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment.

The above abstract may be treated as a written Memorandum setting out the terms of re-appointment of Dr. Ganesh Natarajan under Section 190 of the Companies Act, 2013.

Brief resume of Dr. Ganesh Natarajan, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board and its Committees, shareholding in the Company and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchange(s), are given herein under and forms part of the Notice.

Dr. Ganesh Natarajan is interested in the Ordinary Resolution set out at Item No. 1 of the Notice, which pertain to his re-appointment and remuneration payable to him.

Dr. Ganesh Natarajan and the relatives of Dr. Ganesh Natarajan may be deemed to be interested in the Ordinary Resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.1 of the Notice for approval by the Members.

#### ITEM NO. 2 TO 6 OF THE NOTICE

Mr. Pesi K. Choksey, Mr. Ajit T. Vaswani, Mr. Pradipta K. Mohapatra, and Mr. Venkatesh Kasturirangan are Non- Executive Independent Directors of the Company and have held the positions as such from 24<sup>th</sup> April, 1980, 9<sup>th</sup> February, 1996, 31<sup>st</sup> January, 2001 and 28<sup>th</sup> January, 2008 respectively. Their period in office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Ms. Madhabi Puri Buch is a Non- Executive Independent Director of the Company. She was appointed as an Additional Director of the Company by the Board of Directors with effect from 30<sup>th</sup> September, 2014 pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of ensuing Annual General meeting.

Section 149 (10) of the Companies Act, 2013 provides that an independent director shall hold office for a term of up to five consecutive years on the Board. Further, Section 149 (13) of the Companies Act, 2013 states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors. Further, the Ministry of Corporate Affairs, Government of India, by a notification, has clarified that if a company intends to appoint existing independent directors as independent directors under the Act, such appointment must be made expressly within one year from 1<sup>st</sup> April, 2014. The Company proposes to comply with the provisions of the Companies Act, 2013 and the notification of the Ministry of Corporate Affairs.

In view of the above, it is proposed to appoint Mr. Pesi K. Choksey, Mr. Ajit T. Vaswani, Mr. Pradipta K. Mohapatra, Mr. Venkatesh Kasturirangan and Ms. Madhabi Puri Buch as an Independent Directors (Hereinafter collectively referred to as "Proposed Directors") under Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) read with Clause 49 of the Listing Agreement which is liable to retire by rotation from 1<sup>st</sup> April, 2015 up to 31<sup>st</sup> March, 2020.

The Company has received notices in writing from the Members along with the deposit of ₹ 1,00,000 proposing the candidatures of each of the Proposed Directors for the office of Independent Directors of the Company.

The Company has received from Proposed Directors (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming their eligibility for such appointment, and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Proposed Directors fulfill the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013. Rules made thereunder and the Listing Agreement and are independent of the Management.

A brief resume of Proposed Directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships, memberships of the Board's Committees, shareholding in the Company and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s), are given herein under and forms part of the Notice.

Copy of the draft letters for respective appointments of Proposed Directors as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

Proposed Directors are interested in the resolutions set out at Item Nos. 2 to 6 of the Notice with regard to their respective appointments.

Proposed Directors and the relatives of Proposed Directors may be deemed to be interested in the resolutions set out respectively at Item Nos. 2 to 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions as set out respectively at Item Nos. 2 to 6 of the Notice.

The Board considers that the continued association of the proposed Directors would be of immense benefit to the company and it is desirable to continue to avail of the services of the proposed Directors as Independent Directors.

Accordingly the Board recommends the Ordinary Resolutions set out at Item Nos. 2 to 6 of the Notice for approval by the Members of the Company.

Directorship		
Kesoram Industries Ltd.		
Chairmanship(s) and Membership(s) of committees		
Name of the Company	Name of the Committee	Designation
Kesoram Industries Ltd.	Audit Committee	Chairman
	Nomination and Remuneration Committee	Chairman

#### 3. Mr. Ajit T. Vaswani

Mr. Ajit T. Vaswani, aged 77 is on the Board since 1996. As the Vice Chairman of the Company from 1996 to 2001, he led the restructuring and revival of the Company. Mr. Ajit T. Vaswani is a Chartered Accountant and a Chartered Secretary and has over 53 years of experience in business and industry. Since 1981, Mr. Ajit T. Vaswani has served on the Board of Directors of leading multi-national companies, both in an executive and in a non-executive capacity, including as Deputy CEO of Metal Box of India Ltd., a leading Packaging company, and as Director and Senior Vice President of Glaxo India Ltd., India's largest Pharmaceuticals Company. As an Independent Director on the Company's Board, Mr. Ajit T. Vaswani serves as a Chairman of the Audit Committee, Stakeholders Relationship Committee and also as a member of Nomination and Remuneration Committee and Banking Committee of the Board of Directors of the Company. He holds 9000 equity shares in the Company. Mr. Ajit T. Vaswani holds directorships and is also a Chairman/ Member of committees of the following Companies:

Directorships		
P J Margo Private Limited	Zensar Technologies (Singapore) Pte Ltd., Singapore	
Embio Limited	Zensar Technologies Inc., USA	
Margo Bio Controls Private Limited	Zensar (Africa) Holdings (PTY) Ltd., South Africa	
KEC International Limited	Zensar (South Africa) (PTY) Ltd., South Africa	
Sonoco India Private Limited		

Chairmanship(s) and Membership (s) of Committees		
Name of the Company	Name of the Committee	Designation
KEC International Limited	Audit Committee	Chairman
KEC International Limited	Nomination and Remuneration Committee	Member
Embio Limited	Audit Committee	Member
Embio Limited	Nomination and Remuneration Committee	Member

#### 4. Mr. Pradipta K. Mohapatra

Mr. Pradipta K. Mohapatra aged 64, is a Chemical engineer, a management Graduate and AMP from Harvard Business School. He was nominated to incubate the RPG Group's foray into organized retailing and pioneered retailing in India through Food World, MusicWorld and Health & Glow. Mr. Pradipta K. Mohapatra co-authored the CII McKinsey report 'Retailing in India – The Emerging Revolution' as well as 'India's Global Powerhouse' published by Harvard Business School publishers. As an Independent Director on the Company's Board, he serves as a member of Audit Committee and Corporate Social Responsibility Committee and Chairman of Nomination and Remuneration Committee of the Board of Directors of the Company. Mr. Pradipta K. Mohapatra does not hold any shares in the Company. Mr. Pradipta K. Mohapatra holds directorship and is also a Chairman/ Member of committees of the following Companies:

Directorships / other Associations		
RPG Life Sciences Limited	R&R Salons Pvt. Ltd.	
Peninsula Land Limited	Owick Silver Solutions Pvt. Ltd.	
Coaching Foundation India Limited	Sterling Holiday Resorts (India) Limited	
Chennai Business School Limited	Hemas Manufacturing Pvt. Ltd, Sri Lanka	
Saregama India Limited	Dusters Total Solutions Services Pvt Ltd.	
Larsen and Toubro Ltd. (Power T&D Independent Company)	Lakshmi Kiran Eye Care Pvt Ltd.	
Hemas Holdings PLC, Sri Lanka	CBS Trust	
Zensar Technologies, Inc. USA	Zensar Technologies (UK) Limited, UK	
Saregama Plc, UK		

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT [Pursuant to Clause 49 of the Listing Agreement]

##### 1. Dr. Ganesh Natarajan:

Dr. Ganesh Natarajan, aged 58 is a recognised business and community leader in India with a track record of success in leading corporations and social ventures over three decades. Dr. Ganesh Natarajan is a Mechanical Engineer (Gold Medalist) from Birla Institute of Technology, Mesra India and completed post-graduation (Gold Medalist) in Industrial Engineering & Management from NITIE, Mumbai, India. Further, Dr. Ganesh Natarajan is PhD in Knowledge Management from IIT Mumbai, India and successfully completed Advanced Management Program from the Harvard Business School, USA.

Dr. Ganesh Natarajan joined Crompton Greaves in Mumbai and Nashik, India as a Management Trainee and became head of Planning and Systems for the Company's Switchgear Division. Thereafter, Dr. Ganesh Natarajan led a start-up Seahorse Systems in Mumbai, focused on information systems development for the shipping services, manufacturing and retail industry. Dr. Ganesh Natarajan joined NIIT in 1988 in Mumbai and then Delhi, initially as Regional Head for Mumbai and then as National Head of the Corporate Consulting & Training business. After this stint in NIIT, Dr. Ganesh Natarajan was appointed Chief Executive of APTECH, Mumbai, one of India's top two computer training companies in 1991 and grew the Company's revenues rapidly, expanded the centre network from nine in India to over 600 centers across 30 countries and listed it on the Indian and London Stock Exchanges. In 2001, Dr. Ganesh Natarajan joined the Company as Managing Director and became Vice Chairman in 2004. Dr. Ganesh Natarajan has built the Company from a forty million dollar entity in 2001 to its current status as a Top Twenty provider of technology and business transformation solutions in India with revenues in excess of four hundred million US dollars and 7800 employees in eight countries.

Dr. Ganesh Natarajan is also actively involved in the forums representing industry. Dr. Ganesh Natarajan joined the National Executive Council of NASSCOM, in 1994 and have been on the council ever since. Dr. Ganesh Natarajan was elected Chairman in 2008-09 and recently appointed Chairman of NASSCOM Foundation, the Social Initiatives arm for the period 2014-16. Dr. Ganesh Natarajan was a Chairman of the Maharashtra State Council of Confederation of Indian Industry (CII) in 2001-02, and was elected to the Western Region Council of CII in 2002. Further, Dr. Ganesh Natarajan has been a member of the National Council since 2009. Dr. Ganesh Natarajan has chaired the IT & IT Enabled Services, Knowledge Management & Business Transformation National Committees in the last five years. Dr. Ganesh Natarajan was elected as Vice President of the Harvard Business School Club of India in 2013 and will be the President of the Club from April, 2015.

Dr. Ganesh Natarajan serves as a Vice Chairman and Managing Director of the Company, and also is a member of Stakeholders Relationship Committee of the Board of Directors of the Company. Further, he is a Chairman of Corporate Social Responsibility Committee and Banking Committee of the Board of Directors of the Company. Dr. Ganesh Natarajan holds 627058 equity shares in the Company. Dr. Ganesh Natarajan holds Directorship and is also a Chairman/ Member of Committees of the following Companies/ Associations:

Directorships/Other Associations		
Spencer International Hotels Limited	Zensar Technologies (Shanghai) Co. Ltd., China	
Pune City Connect Development Foundation	SVP Philanthropy Foundation	
Global Talent Track Private Limited	Natarajan Education Society, Founder Member and Principal Trustee	
Zensar Technologies Inc., USA	Maharatta Chamber of Commerce, Industries and Agriculture	
Zensar Technologies (Singapore) Pte. Ltd., Singapore	Internet Society, Member	
Zensar Technologies (UK) Limited, UK	Confederation of Indian Industry, Council Member	
PSI Holding Group Inc., USA	Computer Society of India, Life Member	
Zensar Advanced Technologies Limited, Japan	NASSCOM, Council Member	
Zensar (Africa) Holdings (PTY) Ltd., South Africa	Natarajan Knowledge Foundation, Founder Member	
Zensar (South Africa) (PTY) Ltd., South Africa	NASSCOM Foundation, Trustee	
Harvard Business School Club Of India		

##### 2. Mr. Pesi K. Choksey:

Mr. Pesi K. Choksey, aged 91 is Director of the Company since 1980. Mr. Pesi K. Choksey is an eminent Chartered Accountant and was a former "Senior Partner" of "Price Waterhouse". Mr. Pesi K. Choksey has vast industrial and managerial experience. As an Independent Director on the Company's Board, Mr. Pesi K. Choksey serves as a member of Audit Committee, Banking Committee and Stakeholders Relationship Committee of the Board of Directors of the Company. Mr. Pesi K. Choksey holds 800 Equity shares in the Company. Mr. Pesi K. Choksey holds directorship and is also a Chairman/ Member of Committees of the following Company:

Chairmanship(s) and Membership (s) of Committees		
Name of the Company	Name of the Committee	Designation
Hemas Holdings PLC, Sri Lanka	Nominations Committee	Member
Hemas Holdings PLC, Sri Lanka	Remuneration Committee	Chairman

##### 5. Mr. Venkatesh Kasturirangan

Mr. Venkatesh Kasturirangan, aged 67 is a B. Tech (Hons.) in Chemical Engineering from IIT Mumbai and MBA from IIM Ahmedabad, India. He is also the recipient of Distinguished Alumni Award from IIT, Mumbai. In recent years, he has been actively involved in various consulting assignments in the USA, Asia Pacific, Africa/Middle East and India. Prior to this, he was President – North America of Johnson Diversey, a position he held till June, 2003. He had been associated with Unilever for over 29 years holding senior management positions in various countries including EVP & COO, Unilever HPC, USA and Chairman, Unilever Philippines. Mr. Venkatesh Kasturirangan does not hold any shares in the Company. Mr. Venkatesh Kasturirangan holds directorship of the following companies and does not hold position of Chairman/ Member of Committees in any of the Companies:

Directorships		
Galaxy Surfactants Ltd.	BORN Group (Advisory Board Member)	
PSI Holding Group Inc., USA		

##### 6. Ms. Madhabi Puri Buch

Ms. Madhabi Puri Buch aged 48 is a MBA from IIM Ahmedabad and an alumnus of St Stephen's College, Delhi and heads Agora Partners, a young start-up focussed on Data Analytics that is building Decisioning Tools for Business in Rural India and is currently rolling out small rural pilots. Previously Ms. Madhabi Puri Buch headed the Singapore office of Greater Pacific Capital, a London based Private Equity Firm. Prior to that, she was the CEO of ICICI Securities, the investment banking and broking arm of the ICICI Group and prior to that, she served as an Executive Director on the board of ICICI Bank. Ms. Madhabi Puri Buch is also the founder of a small foundation that undertakes projects with grassroots NGOs. Ms. Madhabi Puri Buch does not hold any shares in the Company. Ms. Madhabi Puri Buch holds directorship of the following companies and does not hold position of Chairman/ Member of committees of any of the Companies.

Directorships		
Idea Cellular Limited	Agora Advisory Private Limited	
Agora Partners Pte Ltd., Singapore	Aamaira Impact Solutions Private Limited	

By Order of the Board of Directors  
Zensar Technologies Limited  
Nitesh Limaye  
Company Secretary

19<sup>th</sup> January, 2015  
Mumbai

**POSTAL BALLOT FORM**1. Name(s) of Member(s) including joint :  
holders, if any. (in block letters)2. Registered Address of the :  
sole/first named Member3. Register Folio/DP ID/Client ID Nos.\* :  
(\*Applicable to Members holding shares  
in dematerialised form)

4. Number of shares held :

I / We hereby exercise my / our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated 19<sup>th</sup> January, 2015 of the Company by sending my / our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate box below:

Item No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for re-appointment of Dr. Ganesh Natarajan (DIN: 00176393), as Vice Chairman and Managing Director of the Company.			
2.	Ordinary Resolution for appointment of Mr. Pesi K. Choksey (DIN: 00060508) as an Independent Director not liable to retire by rotation.			
3.	Ordinary Resolution for appointment of Mr. Ajit T. Vaswani (DIN: 00057953 ) as an Independent Director not liable to retire by rotation.			
4.	Ordinary Resolution for appointment of Mr. Pradipta K. Mohapatra (DIN: 00066239) as an Independent Director not liable to retire by rotation.			
5.	Ordinary Resolution for appointment of Mr. Venkatesh Kasturirangan (DIN: 00804869) as an Independent Director not liable to retire by rotation.			
6.	Ordinary Resolution for appointment of Ms. Madhabi Puri Buch (DIN: 00016299 ) as an Independent Director not liable to retire by rotation.			

Place:

Date:

.....

(Signature of the Member)

**ELECTRONIC VOTING PARTICULARS**

The e-voting facility is available at the link <https://www.evoting.nsdl.com> The electronic e voting particulars are set out as follows:

EVEN (E-Voting Event Number)	USER ID	Password/PIN

**NOTE: Please read carefully the instructions printed overleaf before exercising your vote.**

## INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. S. V. Deulkar, Partner, SVD & Associates, Practicing Company Secretaries in the attached self-addressed pre-paid postage envelope. However, any envelope containing Postal Ballot Form if sent by the Courier at the expense of the Member will also be accepted.
2. Postage will be borne by the Company.
3. This Form must be completed and signed ( as per the specimen signatures registered with the Company) by the Member. In case of joint-holdings, this Form must be completed and signed (as per the specimen signatures registered with the Company) by the first named Member and in his absence, by the next named Member.
4. Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark at the appropriate box. The assent or dissent received in any other form or a photocopy of the Postal Ballot Form shall be considered invalid.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (6.00 p.m.) on 19<sup>th</sup> March, 2015. All Postal Ballot Forms received after this time and date will strictly be treated as if reply from the Member(s) has not been received.
6. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
7. 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 companyscretarial@zensar.com with a copy marked to evoting@nsdl.co.in
8. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
9. A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid up equity share capital of the Company as on 30<sup>th</sup> January, 2015.
10. Unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. A Member may cast his/her vote through the Postal Ballot Form or through electronic means. For casting votes through electronic means, Members are requested to refer to the instructions mentioned in the Postal Ballot Notice.
12. The Postal Ballot shall not be exercised by a Proxy.
13. The result of the Postal Ballot shall be declared not later than 23<sup>rd</sup> March, 2015. The said date of declaration of results of the Postal Ballot shall be the date on which the said resolution(s) would be deemed to have been passed if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and rules made thereunder.