



ZENSAR TECHNOLOGIES LIMITED

CIN: L72200PN1963PLC012621

Registered Office

Zensar Knowledge Park, Plot # 4, MIDC, Kharadi,

Off Nagar Road, Pune – 411014

website- www.zensar.com

e-mail: companysecretarial@zensar.com



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification, amendment or re-enactments thereto) that the Resolution as appended below be passed by the Members of Zensar Technologies Limited (“the Company”) through postal ballot (which includes voting by electronic means). The Explanatory Statement pertaining to the aforesaid Resolution setting out the material facts concerning each item and reasons thereof is annexed hereto along with Postal Ballot Form.

The Board of Directors has appointed Mr. S. V. Deulkar, Partner, SVD & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot /voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed overleaf of the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and by signing at the designated place in the Postal Ballot Form and return the Form in original duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at Mr. S. V. Deulkar, c/o Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar Road, Pune – 411014 on or before 05:00 P.M. on 1st March, 2017. However, envelopes containing Form, if deposited in person or sent by courier or by Registered Post at the expense of the registered Member, will also be accepted. The envelopes may also be deposited personally at the address given thereon. Please note that the Postal Ballot Form(s) received after the said date and time will be treated as if reply from the Member has not been received in terms of Rule 22(12) of the Rules.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108, Section 110 of the Act read with Rule 20 and 22 of the Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting. Detailed instructions to use the e-voting facility are given in the Notice.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the notice. Reference to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company and in his absence to the Managing Director and/or authorised official of the Company not later than 6th March, 2017. Thereafter, the results of the Postal Ballot will be declared by the Chairman/Managing Director/Director/Authorised Official of the Company at the Registered Office of the Company not later than 6th March, 2017.

The results declared along with Scrutinizers’ Report shall be posted on the website of the Company i.e. www.zensar.com and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com. The results shall be intimated to the Stock Exchange(s) where the shares of the Company are listed and through advertisement in Newspapers. The date of declaration of results of the Postal Ballot shall be deemed to be the date of passing of the Resolutions.

Resolution:

Item No. 1

Maintenance of the Register of Members and Related Books at a Place other than the Registered Office of the Company

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 94 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded that the Register of members together with the index of members and Register of other security holders together with Index of other security holders, if any, required to be maintained under Section 88 of the Act and copies of the annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, and other related books be shifted, kept and maintained at the office of the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited, situated at E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai, Maharashtra, 400072 or such other place within Mumbai where the Registrar and Share Transfer Agent may shift its office from time to time or such other place as may be decided by the Board of Directors from time to time.

FURTHER RESOLVED THAT any Director of the Company, Chief Financial Officer and Company Secretary be and are hereby severally authorized to do all such acts and deeds as may be required to give effect to this resolution.”

30th December, 2016

Pune

By Order of the Board of Directors
(NILESH LIMAYE)
Company Secretary
Membership No: A4075
Zensar Knowledge Park,
Plot # 4, MIDC, Kharadi,
Off Nagar Road, Pune – 411014

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out the material facts for the above items is annexed hereto.
2. This Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through courier / registered post.
3. In compliance with and provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108, Section 110 of the Act read with Rule 20 and 22 of the Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited for facilitating e-voting to enable the Members to cast their votes electronically.
4. Please note that e-voting is optional. Kindly note that the Members can opt for only one mode of voting i.e., either by physical form or e-voting. If the Members opt for e-voting, then they should not vote through physical form and vice versa. However, in case Members cast their vote through physical form and e-voting, then voting done through e-voting shall be considered and voting done through physical form will be ignored by the scrutinizer.
5. In case a Member is desirous of obtaining Postal Ballot in physical form or a duplicate thereof, the Member may write or send an e-mail to the Company Secretary at companysecretarial@zensar.com or send an e-mail to Registrar and Transfer Agent of the Company at investor@bigshareonline.com. The Company shall forward the Postal Ballot Form along with self-addressed pre-paid postage Business Reply Envelope to the Member.
6. The Postal Ballot Notice will be uploaded on the Company’s website viz., www.zensar.com and on the website of NSDL viz. www.evoting.nsdl.com.
7. 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 30th December, 2016.
8. A person who is not a Member on 30th December, 2016, should treat this Notice for information purposes only.

9. Instructions for Voting:

Voting through Physical Postal Ballot Form:

- A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) by placing the tick mark (✓) at the appropriate box and send it to the Scrutinizer in the attached self-addressed postage pre-paid Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot Form by courier or registered post or delivers it in person at his/ her expense, such Postal Ballot Form will also be accepted.
- The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the attached self-addressed postage pre-paid Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 P.M. on 1st March, 2017. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

Voting through Electronic means:

- In case of Members receiving Postal Ballot intimation by e-mail
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108, Section 110 of the Act read with Rule 20 and 22 of the Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot forms by post through e-Voting Services provided by National Securities Depository Limited (NSDL) The instructions for e-voting are as under:
 - 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. 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.
 - III. In case of any queries, you may refer the Frequently Asked Questions (FAQ) for shareholders and Evoting User manual for shareholders available at the Downloads Section of www.evoting.nsdl.com
 - IV. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - V. Click on Shareholder – Login
 - VI. Put user ID and password as initial password/PIN noted in step (I) above. Click Login.
 - VII. 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.
 - VIII. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - IX. Select “EVEN” of Zensar Technologies Limited.
 - X. Now you are ready for e-voting as Cast Vote page opens.
 - XI. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - XII. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - XIII. Once you have voted on the resolution (s), you will not be allowed to modify your vote.
 - XIV. 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
 - In case a Member receives physical copy of the Notice of Postal Ballot
(For members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy):
 - I. Initial password is provided as below/at the bottom of the Postal Ballot Form
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - II. Please follow all steps from Sl. No. (III) To Sl. No. (XIV) above to cast vote.
10. The e-voting period will commence on 31st January, 2017 (09:00 A.M.) and ends on 1st March, 2017 (5:00 P.M.) (both days inclusive). During this period, Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.

11. The Scrutinizer will submit his report to the Chairman of the Company and in his absence to the Managing Director and/or Authorized official of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Authorised Officials of the Company not later than 6th March, 2017 at the Registered Office of the Company. The said results will also be intimated to the Stock Exchange(s) where the shares of the Company are listed, published in the newspapers and uploaded on the Company's website viz., www.zensar.com and the website of NSDL viz., www.evoting.nsdl.com.
12. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT

(Statement setting out material facts under Section 102 of the Companies Act, 2013)

Item No. 1 of the Notice

Securities and Exchange Board of India (SEBI) had found some irregularities in the dealings of Sharepro Services (I) Pvt. Ltd. (Sharepro), Registrar and Transfer Agent. SEBI vide Ex Parte – AD- Interim Order WTM/RKA/MIRSD2/41/2016 dated March 22, 2016 had directed the Companies who were clients of Sharepro to conduct a thorough audit of the records and systems of Sharepro for the last 10 years with respect to dividends paid and transfer of securities to determine whether dividends have been paid to actual / beneficial holders and whether securities have been transferred as per the provisions of the law. Further, SEBI had also advised clients of Sharepro to carry out / switchover their activities related to a registrar to an issue and share transfer agent, either in-house or through another registrar to an issue or share transfer agent registered with SEBI.

In compliance with the aforesaid SEBI Order and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Regulation 7 of the said Regulations, the Board of Directors of the Company at their 363rd Meeting held on 21st July, 2016 had approved the appointment of **M/S. BIGSHARE SERVICES PRIVATE LIMITED ("BIGSHARE")**, the contact details of which are provided hereunder, as new Registrar and Transfer Agent ("RTA") of the Company in place of the existing RTA, Sharepro with effect from 1st August, 2016.

Name of the RTA : Bigshare Services Private Limited
Address of RTA : E-2/3, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (East), Mumbai, Maharashtra, 400072
Telephone Number : 022 40430200
Fax Number : 022 28475207
Email ID : investor@bigshareonline.com

As per the provisions of Section 94 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, the Register of members and other security holders, if any together with the Index of members and other security holders, if any, maintained under Section 88 of the Act and copies of the annual return filed under Section 92 has to be kept and maintained at the Registered Office of the Company, unless a Special Resolution is passed by the Shareholders of the Company for keeping such registers or copies of returns at a place in India other than Registered Office of the Company where one-tenth of the total number of members entered in the register of members reside.

Due to change in RTA, your Company proposes to shift its Register of Members together with Index of Members and Register of other security holders together with Index of other security holders, if any, and copies of the annual returns prepared, together with the copies of certificates and documents required to be annexed thereto and other related books to the office of Bigshare at E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai, Maharashtra, 400072 or such other place within Mumbai where the Registrar and Share Transfer Agent may shift its office from time to time.

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 resolution set forth as above for the approval of members as Special Resolution.

30th December, 2016
Pune

By Order of the Board of Directors
(NILESH LIMAYE)
Company Secretary
Membership No: A4075
Zensar Knowledge Park,
Plot # 4, MIDC, Kharadi,
Off Nagar Road, Pune – 411014