



December 6, 2024

BSE Limited

Corporate Service Department,
1st Floor, P. J. Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 504067

The National Stock Exchange of India Ltd.

Exchange Plaza, 5th floor,
Plot No. C/1, 'G' block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Symbol: ZENSARTECH

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") we are enclosing herewith the Notice of Postal Ballot of the Company dated November 22, 2024 ("Postal Ballot Notice"), along with Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 ("the Act") and related Rules read with the listing regulations, for seeking approval of Member(s) of the Company on the following items, by way of Ordinary and/or Special Resolution(s), through remote electronic voting ("e-voting"):

Sr. No.	Resolution(s)	Resolution(s) Type
1.	Amendment to the terms of remuneration of Manish Tandon (DIN: 07559939), Chief Executive Officer and Managing Director ("CEO & MD") to enable further grant of Performance Award Unit under the Employee Performance Award Unit Plan, 2016	Ordinary
2.	Increase in the limit of managerial remuneration payable to Manish Tandon, Chief Executive Officer and Managing Director ("CEO & MD") of the Company, in excess of 5% of the net profits of the Company and consequential increase in overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & MD	Special
3.	Amendment to Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016.	Special

In compliance with the provisions of the Act read with Rules framed thereunder, the listing Regulations, relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India, the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), this Postal Ballot Notice is being sent *ONLY* through electronic mode to those Members whose e-mail addresses are registered with the Depository Participants/the Company/the Registrar and Transfer Agent of the Company i.e. KFin Technologies Limited ("KFin") and whose names are recorded in the Register of Members maintained by KFin as on the cut-off date i.e. Friday, November 29, 2024. Accordingly, the physical copy of the Notice along with Postal Ballot Form and the pre-paid business reply envelope will not be sent to the Members along-with this Postal Ballot Notice.

An  RPG Company



The Company has engaged the services of KFin for providing remote e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, November 29, 2024 (Cut-off date).

The remote e-voting period commences at 09.00 a.m. (IST) on Monday, December 9, 2024 and ends at 05.00 p.m. (IST) on Tuesday, January 7, 2025.

This Postal Ballot Notice will also be available on the Company's website at <https://www.zensar.com> and on the website of KFin at <https://evoting.kfintech.com>.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Zensar Technologies Limited**

Anand Daga
Company Secretary



Encl.: *As above*



ZENSAR TECHNOLOGIES LIMITED

CIN: L72200PN1963PLC012621

Regd. Office: Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar Road, Pune - 411 014

Website: www.zensar.com | **E-mail:** investor@zensar.com | **Phone:** 020-66074000

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the Resolutions set out below are proposed for approval by the Members of Zensar Technologies Limited ("the Company") by means of Postal Ballot ("Postal Ballot Notice") through remote e-Voting pursuant to the provisions and in compliance with Section 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting Postal Ballot through e-Voting vide General Circular Nos. 14/2020, 17/2020, and 09/2024 dated April 8, 2020, April 13, 2020, and September 19, 2024 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and any other applicable laws and regulations for the time being in force and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CI R/P/2023/120 dated July 11, 2023 ("SEBI Circulars") and Secretarial Standard - 2 ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through email to all the Members whose names appear in the Register of Members/List of Beneficial Owners/Record of Depositories as on Friday, November 29, 2024 ("cut-off date") and who have registered their email address with the Company/Registrar and Transfer Agent ("RTA") of the Company KFin Technologies Limited ("Kfin")/Depositories or their respective Depository Participant(s). Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and postage pre-paid business reply envelope will not be sent to the Members and Members are required to communicate their assent or dissent only through the remote e-Voting.

The proposed Ordinary and Special Resolution(s) and Explanatory Statement stating the facts as required in terms of Section 102 and Section 110 of the Act, are appended hereto, for your consideration and approval.

Item No. 1

Amendment to the terms of remuneration of Manish Tandon (DIN: 07559939), Chief Executive Officer and Managing Director ("CEO & MD") to enable further grant of Performance Award Unit ("PAUs"/"ESOPs") under the Employee Performance Award Unit Plan, 2016 ("EPAP 2016"/"ESOP PLAN")

*The Members are requested to consider and if thought fit, pass with or without modification(s), the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder, read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016 ("EPAP 2016"/"ESOP Plan"), and in partial modification to the resolution passed by Members on March 17, 2023, the consent of the Members be and is hereby accorded to amend the terms of remuneration of Manish Tandon, CEO & MD of the Company, to enable further grant of 10,01,630 (Ten Lakhs One Thousand Six Hundred Thirty) ESOPs which shall vest as per the terms and conditions of the ESOP Plan and as defined by the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT the vesting of the aforesaid ESOPs is subject to the Company's achievement of certain performance milestones as provided under the ESOP Plan, and as may be decided by the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT effective from the date of approval by the Members of this resolution, the aforesaid grant shall be deemed to have been included in the terms and conditions of the appointment of Manish Tandon, CEO & MD and the employment agreement shall be amended accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of appointment and/or remuneration and to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including giving effect to the aforesaid resolution and to settle all queries or doubts that may arise including delegation of all or any of the powers conferred on it by or under this resolution to the Nomination and Remuneration Committee and to do all such acts, deeds, matters and things, and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Item No. 2

Increase in the limit of managerial remuneration payable to Manish Tandon, Chief Executive Officer and Managing Director ("CEO & MD") of the Company, in excess of 5% of the net profits of the Company and consequential increase in overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & MD

*The Members are requested to consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V thereof and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with Nomination and Remuneration policy of the Company and based on the recommendations of the Nomination and Remuneration committee and approval of the Board of Directors of the Company; and subject to the approval of any other statutory authorities, as may be required in this regard, and in partial modification of the Ordinary Resolution passed by the Members of the Company on March 17, 2023, for appointment of Manish Tandon as CEO & MD of the Company, the approval of the Members of the Company be and is hereby accorded to increase the overall limit of maximum managerial remuneration payable to Manish Tandon (DIN: 07559939), in any financial year(s) during his tenure as CEO & MD of the Company, to the extent it would exceed 5% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Act, but not exceeding 18% of the net profits of the Company for the Financial Year in which Manish Tandon exercises any of the ESOPs granted, vested and to be vested unto him.

FURTHER RESOLVED THAT as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to all Directors including Managing Director, Whole-time Director and Non-Executive Directors, for any financial year(s) during the tenure of Manish Tandon as CEO & MD of the Company, from 11% to 18% of the net profits of the Company, and such net profit being computed in the manner as laid down in Section 198 of the Act, in view of the potential increase in the remuneration payable to Manish Tandon.

FURTHER RESOLVED THAT the Board (which shall be deemed to include any committee constituted/ to be constituted by the Board) be and is hereby authorised to increase, alter, vary and modify the remuneration of the CEO & MD during his existing tenure within the overall maximum managerial remuneration limit as aforesaid and to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company."

Item No. 3

Amendment to Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016 ("EPAP 2016"/"ESOP Plan")

*The Members are requested to consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed there under, pursuant to the provision of Regulation 7 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SBEB Regulations") read with the circulars and notifications issued thereunder, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the Members be and is hereby accorded to amend existing Clause 7 (b) of the Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016 ("EPAP 2016"/"ESOP Plan") to read as follow:

7 (b) Provisions relating to Exercise of PAUs

*The PAUs granted may be Exercised by the PAU Grantee at any time within the period determined by the Nomination and Remuneration Committee from time to time subject to a maximum period of **5 (Five) years** from the end of calendar year in which Vesting happens for the respective PAUs. The Shares issued upon Exercise of PAUs shall be freely transferable and will not be subject to any lock - in period after such exercise provided, however that the Shares allotted on such Exercise cannot be sold for such period from the date of allotment in terms of Code of Conduct for Prevention of Insider Trading of the Company read with Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended or replaced from time to time or such other period as may be stipulated from time to time in terms of Company's Insider Trading Code of Conduct.*

The PAUs can be Exercised as per the provisions outlined in the table below:

Sr. No.	Particulars	Vested*	Unvested*
1	While in employment / during the tenure as a director, as the case may be	<i>Can be exercised within 5 (Five) years from the end of calendar year in which Vesting happens.</i>	<i>The PAUs would continue to Vest as per the original vesting schedule.</i>

2	Resignation / Termination of employment (other than due to misconduct or breach of Company Policies/ Terms of Employment) or Resignation / Removal from directorship (other than due to misconduct)	<i>All the Vested PAUs as on the date of resignation or termination or removal shall be exercisable by the PAU Grantee within a period of 3 (Three) months from the last working day with the Company.</i>	<i>All Unvested PAUs as on the date of resignation or termination or removal shall stand cancelled / forfeited with effect from that date.</i>
3	Termination due to misconduct or due to breach of policies or the terms of employment / Removal from directorship due to misconduct	<i>All the Vested PAUs which were not exercised at the time of such termination shall stand cancelled / forfeited with effect from the date of such termination.</i>	<i>All Unvested PAUs on the date of such termination shall stand cancelled / forfeited with effect from the termination date.</i>
4	Retirement / Early Retirement from employment approved by the Company	<i>All Vested PAUs can be Exercised by the PAU Grantee immediately after, but in no event later than 5 (Five) years from the end of calendar year in which Vesting happens.</i>	<i>All Unvested PAUs will stand cancelled / forfeited as on the date of such retirement, unless otherwise determined by the Nomination and Remuneration Committee whose determination will be final and binding.</i>
5	Death	<i>All Vested PAUs may be Exercised by the PAU Grantee's nominee or legal heir immediately after, but in no event later than 5 (Five) years from the end of calendar year in which Vesting happens.</i>	<i>All the Unvested PAUs as on the date of death shall vest immediately and may be exercised by the PAU Grantee's nominee or legal heir immediately after, but in no event later than 5 (Five) years from the end of calendar year in which Vesting happens.</i>
6	Termination due to Permanent Incapacity	<i>All Vested PAUs may be Exercised by the PAU Grantee on the date of Permanent Incapacity or immediately after, but in no event later than 5 (Five) years from the end of calendar year in which Vesting happens.</i>	<i>All the Unvested PAUs as on the date of such Permanent Incapacity shall vest immediately and can be Exercised by the PAU Grantee on the date of Permanent Incapacity or immediately after, but in no event later than 5 (Five) years from the end of calendar year in which Vesting happens.</i>

7	Other Reasons Apart from those mentioned above	<i>The Nomination and Remuneration Committee will decide whether the Vested PAUs as on that date can be exercised by the PAU Grantee or not, and such decision shall be final.</i>	<i>All Unvested PAUs on the date of separation shall stand cancelled / forfeited with effect from that date.</i>
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**Subject to the maximum Exercise Period approved by the Shareholders of the Company from the date of vesting of PAUs.*

FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred as “the Board”), shall be deemed to encompass any existing Committee(s) formed by the Board including the Nomination and Remuneration Committee, or those constituted by the Board subsequently, and any individual authorized by the Board read with Regulation 5 of the SBEB Regulations, be and is hereby authorized to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including giving effect to the aforesaid amendment in the ESOP Plan in accordance with the applicable laws and to settle all queries or doubts that may arise in relation to the implementation, formulation and amendment of the ESOP Plan to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By Order of the Board of Directors
For Zensar Technologies Limited

Anand Daga
Company Secretary
(M. No. F5141)

Mumbai, November 22, 2024

Registered Office:

Zensar Knowledge Park,
Plot # 4, MIDC, Kharadi,
Off Nagar Road, Pune – 411014
CIN: L72200PN1963PLC012621

NOTES:

1. The Explanatory Statement as required, under Section 102, 110 of the Act and the Rules thereto, Secretarial Standard on General Meetings ('SS-2'), the Listing Regulations and SBEB Regulations setting out the material facts pertaining to the proposed resolution are annexed hereto along with Notice for your consideration.

2. The Notice and Explanatory Statement, have also been made available on the website of the Company i.e. www.zensar.com and on the website of the e-Voting agency viz. KFin at <https://evoting.kfintech.com/> and on the websites of National Stock Exchange of India Limited www.nseindia.com and BSE Limited www.bseindia.com all dates and times mentioned herein, are as per Indian Standard Time (IST).
3. In compliance with Section 108 and 110 and other applicable provisions of the Act, read with the related Rules, Listing Regulations and other law(s) as applicable, the Company is pleased to provide e-Voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged services of KFin for this purpose. Members whose names appear in the Register of Members/list of Beneficial Owners maintained by the Depositories as on Friday, November 29, 2024 ("cut-off date") will be entitled to cast their vote(s) by remote e-Voting. Members seeking to inspect documents referred hereunder can send an email at investors@zensar.com, up to last date of voting i.e., Tuesday, January 7, 2025. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
4. All the Members of the Company as on the cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-Voting instructions.
5. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date fixed for the purpose.
6. The remote e-Voting period commences at 09:00 AM (IST) on Monday, December 9, 2024 and will conclude at 05:00 PM (IST) on Tuesday, January 7, 2025 ('remote e-voting period'), thereafter remote e-voting module shall be disabled by KFin and e-Voting shall not be allowed beyond the specified date and time. During this remote e-Voting period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote(s) electronically. Once the member cast their vote(s) on the resolution, they will not be allowed to change it subsequently. Members are requested to follow the procedure as stated in the procedure and instructions for remote e-Voting for casting their vote.
7. A Member cannot exercise his/her vote(s) through Proxy on Postal Ballot. However, corporate and institutional members shall be entitled to vote(s) through their authorised representatives as per e-Voting instructions mentioned in the notice.
8. The Board of Directors (including any Committee(s) thereof) of the Company ("Board"), at its meeting held on Friday, November 22, 2024, appointed Mr. Sridhar Mudaliar (FCS 6156), and failing him, Mrs. Sheetal Joshi (FCS 10480), Partner of M/s. SVD and Associates, Practicing Company Secretaries, Pune as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

9. After completion of the scrutiny of the electronic vote(s), the Scrutinizer will submit his report to the Chairman or any person so authorised by the Chairman. The results of the Postal Ballot will be declared within two working days from last date of voting, i.e., on or before Thursday, January 9, 2025. The said results will be displayed at the Registered Office of the Company and on its website at www.zensar.com and on the website of KFin at <https://evoting.kfintech.com/> and shall also be communicated to the stock exchanges.
10. The resolution passed by the requisite majority, shall be deemed to be passed on the last date specified for e-Voting i.e., Tuesday, January 7, 2025 and as if they have been passed at a General Meeting of the Members.
11. The advertisement confirming dispatch of this Notice, by electronic mode, is also being published in newspaper viz. Financial Express (all editions) and Loksatta (Pune edition). Requisite related filings made with the Stock Exchange(s), are/will be available on the website of the Company and can be accessed by the Members through the link www.zensar.com
12. Members who have not registered/updated their email address so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Type of Holder	Process to be followed	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to inward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes/update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rule 19(1) of Companies (Share Capital and Debenture) Rules, 2014	Form SH-13
	Cancellation of nomination by the holder(s) (along with ISR-3)/Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares held in physical form	Form ISR-4
	Members may download all the forms from website of the Company or RTA i.e., www.zensar.com or www.kfintech.com	





13. Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose and the members may update their email address by accessing the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
14. Members are requested to address all correspondence, including dividend related matters, to (RTA):
KFin Technologies Limited,
(Unit: Zensar Technologies Limited)
Selenium Tower B, Plot 31-32, Financial District,
Nanakramguda Serilingampally
Mandal, Hyderabad 500 032, Telangana.
Toll Free No.1800 3094 001
Email: einward.ris@kfintech.com
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for longer period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. Regulation 40 of the SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has clarified that listed companies, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, subdivision/consolidation of share certificates, etc., and to eliminate risks associated with physical shares and for ease of transaction in shares. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members may contact the Company's RTA at einward.ris@kfintech.com for assistance in this regard.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Pursuant to SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holder(s) would be able to cast their vote without registering themselves again with the e-Voting service provider (ESP) thereby facilitating not only seamless authentication but also ease and convenience of participating in e-Voting process.

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer e-Voting facility which will enable the Members to cast their votes electronically on the resolutions mentioned in the Notice.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

Type of members	Login method
Individual members holding equity shares in demat mode with NSDL	<p>A) User already registered for NSDL IDeAS facility</p> <ul style="list-style-type: none"> i) Visit the e-services website of NSDL, https://eservices.nsd.com. ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. Thereafter enter the existing user id and password iii) After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-Voting services iv) Click on Company name i.e., 'Zensar Technologies Limited' or e-Voting service provider i.e. KFin. v) Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.
	<p>B) Users not registered under IDeAS e-Services</p> <ul style="list-style-type: none"> i) Visit https://eservices.nsd.com for registering. ii) Select "Register Online for IDeAS Portal" or click at - https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii) After successful registration, please follow the steps given in point no. 1 above to cast your vote.
	<p>C) By visiting the e-Voting website of NSDL:</p> <ul style="list-style-type: none"> i) Visit the e-Voting website of NSDL https://www.evoting.nsd.com/ ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. iii) Members will have to enter their User ID (i.e., the sixteen-digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. iv) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-Voting page. v) Click on company name i.e., Zensar Technologies Limited or e-Voting service provider name i.e., KFin after which the Member will be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period. <p>D) NSDL Speede</p> <p>Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 50px; margin-top: 10px;">   </div>

<p>Individual Members holding equity shares in demat mode with CDSL</p>	<p>A) Existing user who has opted for electronic access to securities information (“Easi / Easiest”) facility:</p> <ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. ii. Click on new system Myeasi. iii. Login to My Easi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-Voting Menu. <p>The Menu will have links of KFin e-Voting portal and will be redirected to the e-Voting page of KFin to cast their vote without any further authentication.</p> <p>B) Users who have not opted for Easi / Easiest:</p> <ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>C) By visiting the e-Voting website of CDSL:</p> <ul style="list-style-type: none"> i. Visit https://www.cdslindia.com/ ii. Provide demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-Voting module of CDSL. Click on the e-Voting link available against the name of the Company, viz. ‘Zensar Technologies Limited’ or select KFin. v. Members will be re-directed to the e-Voting page of KFin to cast their vote without any further authentication.
<p>Individual Members (holding equity shares in demat mode) logging through their DPs</p>	<ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-Voting facility. ii. Once logged-in, Members will be able to view e-Voting option. iii. Upon clicking on e-Voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-Voting feature. iv. Click on options available against Zensar Technologies Limited or KFin. v. Members will be redirected to e-Voting website of KFin for casting their vote during the remote e-Voting period without any further authentication.

Note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID or Forgot Password option(s) available at website of respective depository(ies).

Helpdesk for Individual Members holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL	Members facing any technical issue / query pertaining to e-voting – KFin
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 or 1800 224 430.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33.	Members may visit Help & FAQ's section available at KFIN's website https://evoting.kfintech.com or contact KFIN's at Tel. No. 1800 309 4001 (toll free).

I) Login method for remote e-Voting for members other than individual members holding equity shares in demat mode and members holding equity shares in physical mode

- i. Launch internet browser and type the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (e-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with Kfin for e-Voting, they can use their existing User ID and password for casting the vote.
- iii. After entering the correct details, click on LOGIN.
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email id etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT' i.e. 8545 - Zensar Technologies Limited' and click on 'submit'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the Member as on the cut-off

date. A Member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. Member may then cast votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate and/or Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to attend and vote, to the Scrutinizer at e-mail ID: cs@svdandassociates.com with a copy marked to evoting@KFinTech.com and investor@zensar.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the format "Corporate Name EVENT No.

II) Members whose email address are not registered with the Company/DPs and consequently the Annual Report, Notice of AGM and e-Voting instructions cannot be serviced, will have to follow the following process:

In case e-mail ID of a Member is not registered with the Company/Depository Participant(s), then such Member is requested to register/update their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with KFin (in case of Shares held in physical form) by following the procedure as envisaged in the point no. 12 hereinabove.

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-Voting user manual available at <https://evoting.kfintech.com/public/Faq.aspx> or contact Kfin on 1-800-309-4001 (toll free) or contact Raghu Veedha, Senior Manager (Unit: Zensar Technologies Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or at evoting@kfintech.com or call KFinTech's toll free No. 1800 309 4001 for any further clarifications.

- a. Once the vote on a resolution is cast by a Member, thereafter Member shall not be allowed to change it subsequently.

- b. The scrutiniser shall, immediately after the conclusion of voting, first count the votes cast at the meeting, thereafter unblock the votes casted through remote e-Voting in the presence of at least two witnesses, who are not in the employment of the company and make, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him who shall countersign the same.

The Scrutinizer shall submit the report to the Chairman or a person authorised by him in writing, who shall declare the result of the voting. The results of e-voting along with the Scrutinizer's report shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed, within a period of 2 working days from the conclusion of e-Voting, simultaneously, same shall uploaded on the Company's website:<https://www.zensar.com/about/investors/investors-relation?result=Stock-Exchange-Intimations#Shareholder-Information> and on the website of KFin at <https://evoting.kfintech.com>.

EXPLANATORY STATEMENT EXPLAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 1 of the Notice:

The Board at its meeting held on January 23, 2023, approved the appointment and the terms and conditions (including remuneration) of Manish Tandon as CEO & MD for a term of 5 (five) years (effective from January 23, 2023). The Members subsequently approved the same by passing an ordinary resolution through Postal Ballot on March 17, 2023.

As CEO & MD, Manish Tandon has played an instrumental role in achieving significant milestones. Under his leadership, the Company has implemented and stabilized a new organizational structure that is aligned with long-term strategic goals. Moreover, Manish Tandon's unwavering commitment towards organisation development and focus on consumer centricity has been a cornerstone of the Company's recent successes. In his leadership, the Company has made notable progress in creating an organization which is enabled and aligned to the consumer needs and while meeting the expectations of all stakeholders. The Company has delivered strong performance in the last financial year creating significant shareholder value.

The Board strongly believes that Manish Tandon is leading the organisation through the agenda of "Transforming while Performing" and has continued to invest in the long-term performance of the Company. The Board is proposing to reward him appropriately with additional performance-driven long-term incentives.

The Members of the Company had approved the Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016 ("EPAP 2016"/"ESOP Plan") by passing the Special Resolution through a Postal ballot on March 22, 2016.

Pursuant to the approval of Members vide its resolution dated March 17, 2023, at the time of appointment of Manish Tandon as the CEO & MD of the Company, members had approved granting of 9,07,593 ESOPs to him as a part of his remuneration. It is proposed to grant 10,01,630 ESOPs (5,36,192 Performance Stock Units ("PSUs") and 4,65,438 Restricted Stock Units ("RSUs") out of the ESOP Pool available under the said ESOP Plan and there will be no further grant of ESOPs/issue of shares outside the said ESOP Plan. Out of the proposed 10,01,630 ESOPs, upon fulfilment of the vesting conditions, 1,94,494 ESOPs will vest in the first year, 5,69,986 ESOPs will vest in the second year and the balance of 2,37,150 ESOPs may be vested either in the first or the second year.

Upon approval by the Members of the proposed 10,01,630 ESOPs, which are in addition to the existing 9,07,593 ESOPs, the total ESOPs granted by the Company to Manish Tandon shall be 19,09,223 out of which 14,08,009 are PSUs (73.75%) and 5,01,214 are RSUs (26.25%).

In accordance with the provisions of the Act and the Listing Regulations, it is emphasized that the proposed ESOPs will constitute as a part of Manish Tandon's remuneration and hence the same is also required to be approved by the Members of the Company vide Ordinary Resolution.

Manish Tandon is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Manish Tandon and his relatives, none of the other Directors, KMPs and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

The Board of Directors, basis the recommendation of the Nomination and Remuneration Committee, recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for the approval of Members.

Item No. 2 of the Notice:

As per the provisions of Section 197 and other applicable provisions, if any, of the Act, read with Schedule V thereof and the Rules made thereunder, the maximum managerial remuneration payable to the Managing Director in respect of any Financial Year may exceed 5% of the net profits of the Company, calculated as per Section 198 of the Act, provided the same is approved by the Members of the Company by way of a Special Resolution. For the purpose of assessing the proportion of the remuneration to the Net Profits of the Company, all elements of the remuneration package such as salary, allowances, incentives, bonuses, stock options, perquisites etc. are taken into consideration. Further, the Act provides that the remuneration payable to its Directors, including Managing Director and Whole-time Director and its Manager in respect of any Financial Year shall not exceed 11% of the net profits of the Company computed in the manner laid down under Section 198 of the Act.

Based on the recommendation from the Nomination and Remuneration Committee ("NRC"), the Board of Directors had appointed Manish Tandon (DIN: 07559939) as the CEO & MD of the Company with effect from January 23, 2023. The appointment was further approved by the Members vide resolution dated March 17, 2023, for a period of 5 (five) years with effect from January 23, 2023. Further, by the said resolution, the Members of the Company had also approved payment of managerial remuneration to the CEO & MD for the period of 5 (five) years, including the issuance of ESOPs, as an integral part of the remuneration payable to him.

The Members had approved the Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016 ("EPAP 2016"/"ESOP Plan") by a Special Resolution passed through Postal Ballot dated March 22, 2016. Pursuant to the ESOP Plan, the Company was authorized to grant ESOPs to employees of the Company and its subsidiaries. Since the approval of the ESOP Plan by the Members, the Company has made several grants of ESOPs to various employees at different grades and working in diverse geographies in which the Company operates by itself or through its subsidiaries. These grants form part of the short-term and long-term incentive programs and are linked to the achievement of key performance parameters by the employees.

For Manish Tandon, variable pay is paid on the basis of two factors – Individual Performance against his fiscal goals and Company Performance. Company performance is determined by three

factors: (1) Revenue, (2) Profit after Tax (PAT) and (3) Extent to which Zensar's performance compares with the peer organizations. The threshold for individual performance is 50% and that for company performance is 80%, below which there will be no payout.

PSUs and/or RSUs are vested on the basis of three factors – (1) Revenue, (2) Profit after Tax (PAT) and (3) Individual performance. The threshold for individual performance is 70% and that for the Company performance is 90%, below which there will be no vesting.

Pursuant to the powers conferred by the ESOP Plan, the Members vide resolution dated March 17, 2023, approved the grant of 9,07,593 ESOPs to Manish Tandon, CEO & MD. The aforesaid options were fully granted to Manish Tandon, as an integral part of his remuneration package. The ESOPs will vest over a period of 3 (three) years in the ratio of 40%, 30% and 30% in the first, second and third year of employment respectively.

The Members are requested to note that the closing Market Price of the Company's shares on the date of the grant i.e., March 31, 2023, was INR 274.35 per share on National Stock Exchange of India Limited ("NSE"). Since the date of the grant, there has been an increase of more than 2.75 times in the Market Price of the Company's shares from INR 274.35 to INR 754.95 per share as on July 1, 2024 (The date of first vesting) and as a consequence the Company's market capitalization has increased from INR 62.02 Billion to INR 170.95 Billion.

The significant rise in the Company's share price and market capitalization leading to increase in shareholder returns over the past one year since the appointment of Manish Tandon reflects among others, the consistent and robust execution by the management team led by him in the face of uncertain macroeconomic conditions that continue to prevail. Notably, on a consolidated basis:

- Services revenue grew by 4.2% i.e. from INR 46,987 Mn in FY23 to INR 48,937 Mn in FY24.
- EBITDA margin improved by 6.4% i.e. from 11.4% to 17.8% year-on-year even after absorbing the impact of an organization-wide compensation increase and promotions roll-out during this period. Further, EBITDA in absolute terms, grew by 57.8% i.e. from INR 5,523 Mn in FY23 to INR 8,717 Mn in FY24.
- PAT margin has improved by 6.8% i.e. from 6.8% in FY23 to 13.6% in FY24. PAT in absolute terms grew by 103% year-on-year.

Several key operating metrics, beyond revenue and profitability, have also improved. This includes strong sustained cashflows, best-in class collections (reflecting in the improved DSO), considerably lower employee attrition (which demonstrates employee satisfaction and retention), and better utilization levels, as summarized in the table below:

Operating metrics	FY 23	FY 24	Growth (Absolute)	Growth (%)
Revenue – Services	46,987	48,937	1,950	4.2%
EBITDA	5,523	8,717	3,194	57.8%
EBITDA (%)	11.4%	17.8%	-	6.4%
PAT	3,275	6,650	3,375	103.1%
PAT (%)	6.8%	13.6%	-	6.8%
Cash and Cash Equivalent	16,557	21,826	5,269	31.8%
Earnings per share (EPS) - Diluted	14.4	29.1	14.7	102.1%
Voluntary Employee attrition (LTM)	19.8%	10.9%	-	-8.9%
Utilization (excluding trainees)	81.40%	83.70%	-	2.3%

The Company's improved financial and operating profile under Manish Tandon's leadership is also reflected in significant shareholder value creation, which in turn has resulted in higher perquisite value of ESOPs that were granted. Perquisite value is the differential value between the fair market price of shares on the date of exercise of ESOPs and the exercise price which is INR 2 per share under the ESOP Plan. Consequently, the differential value between the ESOPs and the Market Price of the shares of the Company proposed to be allotted to Manish Tandon on the exercise date is considered as a perquisite and the same shall be treated as a part of his remuneration.

In view of the exercise of ESOPs by Manish Tandon and the perquisite value being treated as a part of remuneration, his aggregate remuneration is likely to exceed the limit of 5% of net profits of the Company during his tenure, i.e., the limit of managerial remuneration permissible under the Act. The Company therefore seeks the approval of the Members to consider increasing the limit of managerial remuneration payable to Manish Tandon, CEO & MD, in excess of 5% of the net profits of the Company for his remaining tenure.

Similarly, in view of the increase in the managerial remuneration payable to Manish Tandon as above, the remuneration payable to the other Directors of the Company, including the Managing or Whole-Time Director or Manager in respect of any Financial Year is likely to exceed the permissible limit of 11% of the net profits of the Company computed in the manner laid down under Section 198 of the Act. Accordingly, the Company seeks the approval of the Members of the Company to increase the overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company.

Keeping in mind the significant increase in the perquisite value and as an abundant caution, the Board approved the proposal to increase the overall managerial remuneration limit for Manish Tandon, CEO & MD of the Company, to the extent it would exceed 5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act, arising out of the exercise

of ESOPs by him. This has been proposed by the Board to enable the exercise of ESOPs granted, vested and to be vested unto Manish Tandon pursuant to the grant made under the ESOP Plan.

If the total managerial remuneration paid and/or payable to Manish Tandon exceeds the limits laid down under Section 198 of the Act, that will purely be on account of the increased perquisite value of exercised ESOPs. A competitive compensation structure is key to attracting and retaining the kind of talent that the Company needs to drive business growth.

Manish Tandon joined Zensar from Triquetra Solutions LLC. Before that, he was with CSS Corp, where he was the Chief Executive Officer for about 5 years, wherein he led the company to a consistent growth trajectory. He has extensive experience of over 30 years with a track record of achieving industry-leading revenue and profit growth and has led turnaround, growth, operating efficiency and innovation. His leadership has strengthened Zensar's operating profile, with the Company delivering a strong and well-rounded performance across key metrics including growth, margins, cashflows and deal wins. This has resulted in higher shareholder returns. Due to the increase in the Company's share price, a commensurately higher perquisite value will be added to his remuneration, and consequently, the total managerial remuneration payable to him is likely to exceed the limits laid out in the Act.

The higher perquisite value is attributable to the substantial rise in the market price of the Company's shares, concurrent with the Company's strong performance, and there will be no additional cash outflow for the Company.

Taking into consideration the present value of the shares of the Company and the number of ESOPs which can be exercised by Manish Tandon in any financial year(s) during his tenure of appointment and the remuneration payable to the Non-Executive Directors of the Company, the value of the aggregate remuneration payable to all Directors of the Company is not likely to exceed 18% of the net profits of the Company.

Further, pursuant to the provisions of Section 197 and other applicable provisions of the Act, read with Schedule V thereof and the Rules made thereunder, the total managerial remuneration payable by a company to its Directors, including Managing Director, Whole-Time Director and Manager, if any, in respect of any financial year may exceed 11% of the net profits of the Company, provided the same is approved by the Members of the Company by a Special Resolution.

In view of the aforesaid, approval from Members is sought on the recommendation of the Board to increase overall maximum limit of managerial remuneration payable by the Company to Manish Tandon as CEO & MD of the Company, that may exceed the limits specified above for his remaining tenure, computed in the manner as laid down in Section 198 of the Act.

Pursuant to the provisions of Section 197 of the Act, the Members of the Company have accorded their approval for payment of commission to the Non-Executive Directors of the Company, not exceeding 3% of net profits (computed in the manner as laid down in Section 198 of the Act).

The Company does not propose to modify or alter the said limit of 3% of net profits and the said limit of 3% shall be included in the overall limit of 18%.

Manish Tandon is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Manish Tandon and his relatives, none of the other Directors, KMPs and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

The Board of Directors, basis the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution as set out in Item No. 2 of the Notice for the approval of Members.

Item No. 3 of the Notice:

The Members of the Company had approved the Zensar Technologies Limited - Employee Performance Award Unit Plan, 2016 (ESOP Plan) by way of postal ballot dated March 22, 2016, to reward the employees for their association with the Company and their performance as well as to motivate them to contribute to the growth and profitability of the Company.

As per ESOP Plan, the vested options can be exercised only until two and half months from the end of the calendar year, in which the options are vested. If the vested options are not exercised within this period of two and half months, the vested options will lapse. This restriction is making the scheme less popular amongst the employees and therefore it is proposed to amend the Exercise Period as mentioned in clause 7 (b) of the ESOP Plan from "two and half months from the end of the calendar year in which vesting happens" to "five years from the end of the calendar year in which vesting happens", which is beneficial and in the interest of the employees who have been granted options under ESOP Plan.

Further, in case of resignation/termination of the employment (other than due to miscount or breach of Company Policies/Terms of employment) or resignation/removal from Directorship (other than due to misconduct), it is proposed to amend the exercise period of all vested options from "before last working day with the Company." to "within a period of 3 (Three) months from the last working day with the Company".

Except for the abovementioned amendment in the ESOP Plan, no other changes are proposed and the features of the ESOP Plan shall remain the same as originally approved. Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board has approved the Amendments in ESOP Plan, subject to the approval of the Members.

The Board of Directors of the Company are of the view that the amendment to the ESOP Plan is not prejudicial to the interests of the option holders.

The proposed clause 7(b) of the ESOP Plan is captured in the Special Resolution mentioned at Item no. 3 of the Notice.

The details required in terms of Regulation 6 & 7 of the SBEB Regulations, 2021, were already provided while seeking approval of the members by way of Postal Ballot dated March 22, 2016, except the following:

1) Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

The ESOP Plan involves issue of new equity shares of the Company.

2) Period of lock-in:

The Shares issued pursuant to the exercise of vested Options shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the SEBI (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

3) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Subject to the provisions of the then prevailing applicable laws, the Board/Committee shall determine the procedure for buy-back of the specified securities/options, if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Except Manish Tandon and Pulkit Bhandari, and their relatives, none of the other Directors, KMPs and/or their respective relative(s) are in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice, to the extent of the securities that may have been offered to them under the ESOP Plan.

The Board of Directors, basis the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution as set out in Item No. 3 of the Notice for the approval of Members.

By Order of the Board of Directors
For Zensar Technologies Limited

Anand Daga
Company Secretary
(M. No. F5141)

Mumbai, November 22, 2024

Registered Office:

Zensar Knowledge Park,
Plot # 4, MIDC, Kharadi,
Off Nagar Road, Pune – 411014
CIN: L72200PN1963PLC012621