



**Date:** July 15, 2024

**BSE Limited**

Corporate Service Department,  
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Dalal Street,  
Mumbai 400 001

Fax: (022) 2272 2039/2272 3121

**Scrip ID:** ZENSARTECH

**Scrip Code:** 504067

**The National Stock Exchange of India Ltd.**

Exchange Plaza, 03<sup>rd</sup> floor,  
Plot No. C/1, 'G' block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai 400 051

Fax: (022) 26598237/26598238

**Symbol:** ZENSARTECH

**Series:** EQ

**Subject: Notice of 61<sup>st</sup> Annual General Meeting and Integrated Annual Report for FY 2023-24**

Dear Sir/Madam,

Further to our intimation dated July 03, 2024, and *inter-alia* pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable circular(s), rules and regulations, please find enclosed herewith the Notice of 61<sup>st</sup> Annual General Meeting (AGM) alongwith the Integrated Annual Report of the Company for FY 2023-24.

The Notice, *inter-alia*, indicates the process and manner of remote e-voting/ e-voting at the AGM and instructions for participation at the AGM through Video Conferencing /Other Audio-Visual Means (VC/OAVM).

The aforesaid documents are being sent through electronic mode to all the Members of the Company, whose e-mail ids are registered with the Company/the Registrar and Share Transfer Agent/Depositories and also being made available on the website of the Company at <https://www.zensar.com/about/investors/investors-relation?result=Annual-Results#Investor-Corner>.

This is for your information and records.

Thanking you,

Yours sincerely,

For **Zensar Technologies Limited**



**Rajiv Mundhra**  
**Authorized Signatory**

*Encl.: As above*

An  **RPG** Company

# Solving Problems Through Experience, Engineering, and Engagement

Integrated Annual Report  
2023-24



**zensar**

# About RPG

## A timeless legacy of transformation and growth

RPG Group is a global diversified business group with operations in the areas of Information Technology, Infrastructure, Tyres, Pharmaceuticals, Energy, and Agribusiness. Founded by the legendary industrialist Dr. R. P. Goenka, the Group's lineage dates to the early 19<sup>th</sup> century. Today, RPG has several companies in core sectors of the economy: Zensar Technologies, KEC International, CEAT, RPG Life Sciences, Harrisons Malayalam, Raychem RPG, and Spencer International Hotels. One of India's most diversified conglomerates, the RPG name is synonymous with stability, sustained growth, high standards of corporate governance, and a culture of respect for people and the environment.

## hello happiness

"Hello Happiness" is our passion and our guiding principle. It reflects our core values and who we are: unlocking potential, enriching lives, exceeding expectations, and building a joyful work environment.

"Hello Happiness" underlines RPG Group's unwavering commitment to creating a positive ripple effect. Our people, products, services, and initiatives all contribute to a better world for our customers and investors through sustainable growth. We foster a work environment that prioritises employee development, satisfaction, and well-being.

"Hello Happiness" is our firm belief in the transformative effect of workplace happiness, which can enhance performance, creativity, collaboration, and resilience. It is action-oriented to finding and achieving our purpose in life, both organisational and personal. It is a proud proclamation that we are an organisation where happy people keep the interests of all our stakeholders ahead of themselves, becoming a force for positive change.

## Solving Problems Through Experience, Engineering, and Engagement

At Zensar, we understand the complexities of business transformations in a dynamic operating landscape. With this in mind, we design solutions that help clients innovate, customize, engineer, and grow digital products and services — vital to redefining engagement and accelerating business transformation at scale. Whatever the demand, we are equipped to fulfill them at any stage of the project lifecycle. Whether it is building digital products,

creating impactful brands, or managing services, applications, and infrastructure, we handhold our clients as their end-to-end strategic partners. Fueled by our commitment to elevating client experiences, our comprehensive suite of services — from crafting unique experiences to precise engineering to fostering engagement — set us apart. We take charge of our client's success while amplifying value for all stakeholders.

Our significant investments in service lines, strategic verticals, and talent pool come together to bolster Zensar as a robust, resilient organization with client-centricity at its core. Over the past year, we have made encouraging progress on the goals we had set for ourselves. Notwithstanding macro headwinds, our client conversations are upbeat, the deal pipeline is strong, order books are steady, and profitability is thriving.

Our expertise in crafting world-class digital experiences and engineering them for heightened engagement is gaining traction among our clients. We remain committed to delivering value with integrated solutions that span through multiple capabilities and service lines.



Scan this code with a QR reader app on your smartphones or tablets and know more about us.

You can also find this report online <https://www.zensar.com>

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# About the Report

## Overview

Zensar Technologies Limited (Zensar) presents its fourth Integrated Annual Report for FY 2023-24 as per the International Integrated Reporting framework. This report has been published to communicate to stakeholders the Company's ability to create value in the short, medium, and long term. The report covers financial and non-financial performance and also maps our annual environment, social, and governance (ESG) performance to international benchmarks, outlining our goals and strategic efforts.







### Reporting cycle

**April 01, 2023 – March 31, 2024**

## Scope and boundary

The report highlights our performance across six capitals. The data points cover operations globally unless specified otherwise. It highlights the Company's environmental, economic, and social performance during FY 2023-24.

## Our Capitals


 Financial Capital	 Manufactured Capital
 Intellectual Capital	 Human Capital
 Social and Relationship Capital	 Natural Capital

## Reporting principles and framework

The report is aligned with the Value Reporting Foundation's Integrated Reporting framework, the UN Global Compact principles, and the Global Reporting Initiative standards — core option ensuring content and quality. Our ESG disclosures align with the Sustainability Accounting Standards Board and the UN Sustainable Development Goals.

The report also contains applicable requirements and principles of the following:


- United Nations Sustainable Development Goals (UN SDGs)
- United Nations Global Compact (UNGC)
- National Guidelines on Responsible Business Conduct (NGRBC)
- Companies Act, 2013 (and the rules made thereunder) + Indian Accounting Standards
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including compliance with the Business Responsibility and Sustainability Report (BRSR) framework
- GRI index

Refer BRSR on  pg. 134

Refer GRI Index on  pg. 324

## Responsibility statement

The report's data and disclosures are internally reviewed to ensure completeness and relevance, with no external assurance sought for non-financial data. The Company's Board and Management have assured the integrity of the information.

Refer to Board profile on  pg. 104

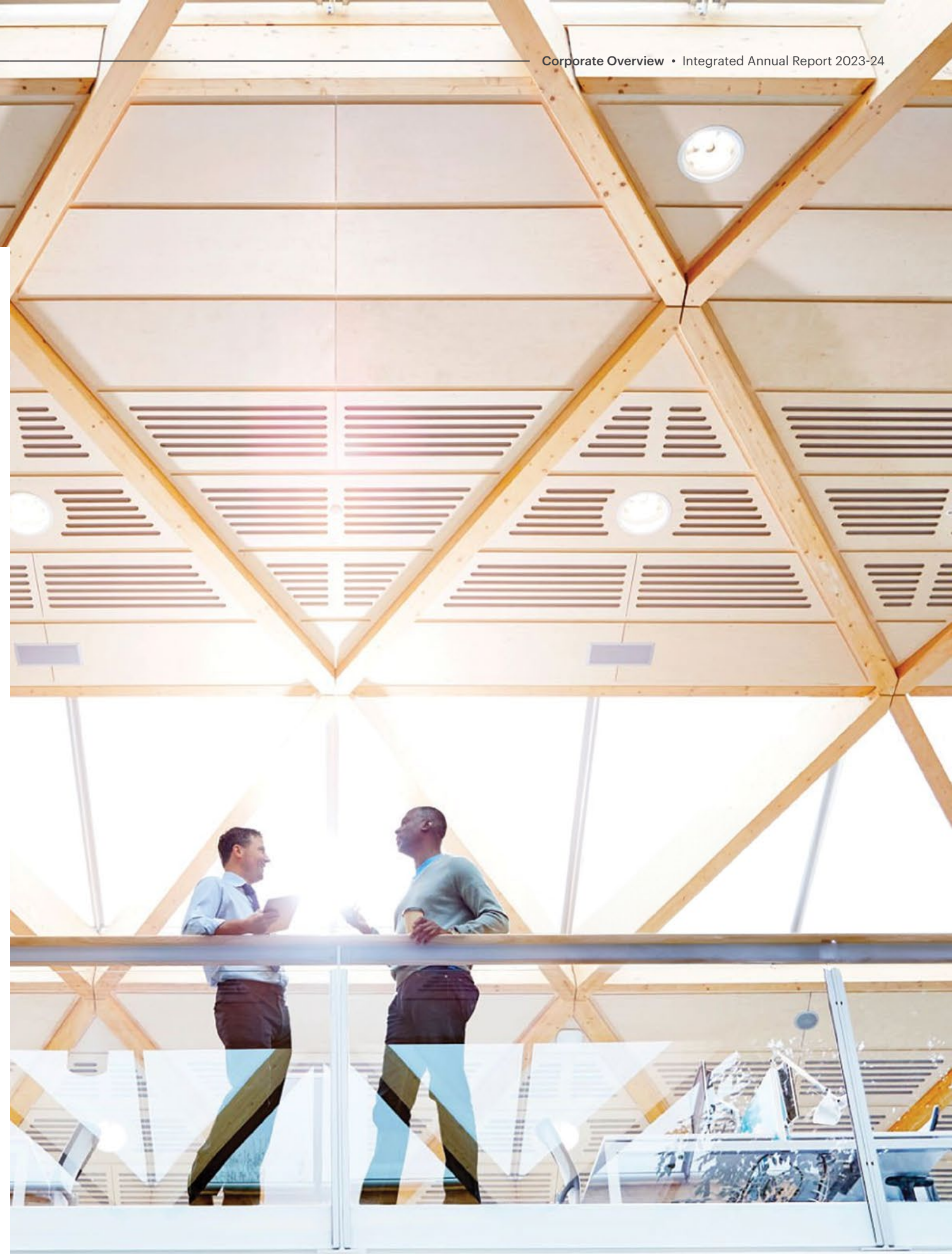
## Stakeholder feedback

We value shareholder feedback and aim to address grievances promptly. The Management recognizes that stakeholders' insights and perspectives are essential for successfully implementing its policies and programs. The organization values stakeholder engagement and considers it integral to its commitment to transparency, accountability, and continuous improvement.

To share any concerns or suggestions, reach us at [Contact us | Zensar](#).

## Our stakeholders

-  Customers
-  Employees
-  Communities
-  Vendors
-  Shareholders
-  Regulatory authorities





# Zensar at a Glance

We are a leading technology solutions company with a robust foundation in engineering excellence. We are committed to conceptualizing, designing, engineering, marketing, and managing digital solutions and experiences for high-growth companies, helping redefine engagement and drive business transformation.

Our approach is centered on the understanding that successful transformation goes beyond quickly adopting technologies. It requires focusing on people and experience, which guides our culture, solutions, and thinking.

At Zensar, we stand out by designing digital experiences that we engineer into scalable products, services, and solutions, ultimately delivering superior client engagement. Part of the \$4.8 billion RPG Group, we are headquartered in Pune, India. Our 10,300+ employees work across 30+ locations worldwide, including Seattle, Princeton, Cape Town, London, Singapore, and Mexico City. As a team, we are diverse and multi-dimensional and unite across geographies and skill sets to meld ideas and turn our collective expertise into action.



### Our vision

Leaders in business transformation.



### Our mission

At Zensar, we exist for a singular purpose: making sure our clients thrive in a world of constant change. Our teams collaborate every day to make smart connections and embrace the diverse and unexpected, to unlock new ideas and create fresh directions through impactful solutions.

### In focus

#### Operational

**10,349**

People across all offices

**39**

Offices worldwide

#### Financial

USD

**592.3 Mn**

Revenue

USD

**80.3 Mn**

PAT (profit after tax)

USD

**1,648.7 Mn**

Market capitalization as of March 31, 2024

**50+**

Years of being listed on the Bombay Stock Exchange

#### Social

**58.3**

Average training hours per employee

INR

**61.4 Mn**

CSR spend (including INR 85.5 lakhs carried over from last year)

**145+**

Total active clients

#### Environment

**23,642 GJ**

Energy consumption

**20,098 KL**

Water consumption\*

\*for India offices

**8,567 KL**

Water recycled#

#owned premises in India

#### Governance

**7**

Independent Directors on Board

**98%**

Average Board meeting attendance rate

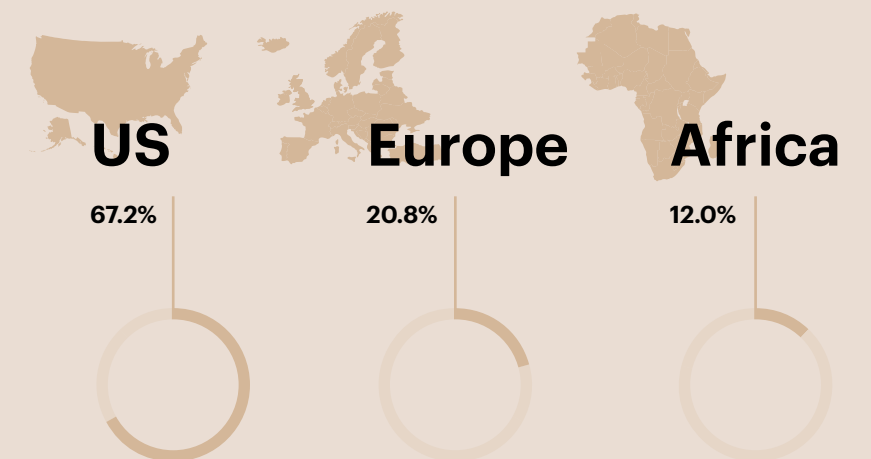
**1:9**

Board gender diversity ratio

### Key ESG recognitions

- 1 Recognized by EcoVadis with a **Bronze Medal**
- 2 Zensar has significantly improved its ESG score moving up from **24 to 49** in Corporate Sustainability Assessment (CSA) by S&P Global
- 3 In ESG Risk Ratings, Sustainalytics has scored Zensar as a Low-Risk company with a **score of 17.3**

### Revenue by geography



### Differentiated offerings

#### Experience services

- Experience design
- Experience engineering
- Brand, content, and creative

#### Advanced engineering services

- Cloud strategy and operating model
- Digital engineering
- Cloud transformation and operations

#### Data engineering and analytics

- Data engineering
- Artificial intelligence (AI) and machine learning (ML)
- Automation
- Visualization and analytics

#### Application services

- Oracle services
- Salesforce services
- SAP services
- Application management
- Quality engineering

#### Foundation services

- Digital infrastructure
- Digital workplace
- Digital experience management
- Digital operations
- Digital security

### Industries we serve



Banking, financial services, and insurance



Manufacturing and consumer services



Healthcare and life sciences



Hi-tech

### Our ecosystem



# Strategic Highlights

## Quarter 01

- Zensar’s Indigo Slate won Gold and Bronze honors at the Telly Awards 2023 for its Amazon Alexa YouTube series
- Finalist in two categories at the LinkedIn Talent Awards 2022 — Best Employer Brand on LinkedIn and Talent Insights Pioneer for the India region
- Achieved the milestone of enrolling our 1,000th intern through the Skills Development Program instituted in 2008 in Johannesburg, South Africa
- Zensar, in collaboration with Old Mutual, conducted a two-week training program for graduates at its Pune campus

**USD 149.3 Mn** Total revenue    **USD 149.2 Mn** Service revenue    **10,540** Headcount    **USD 154.2 Mn** Wins orders worth

## Quarter 02

- Consecutively won two awards at the 2023 Brandon Hall Group HCM Excellence Awards
- Application transformation, development, and support, including RPA, data analytics, AI, and ML, for a US-based multinational digital communications technology conglomerate
- Application development, RPA, and quality engineering for an international auction house based in the UK
- Recognized as a Major Contender in the Everest Group Payments IT Services PEAK Matrix® Assessment 2023
- Unveiled AI Engineering Buddy and Accelerated Generative AI Services, empowering enterprises to leverage generative AI at an unprecedented scale

**USD 150.2 Mn** Total revenue    **USD 149.8 Mn** Service revenue    **10,330** Headcount    **USD 194.8 Mn** Wins orders worth

## Quarter 03

- Recognized as one of the 100 Best Companies for Women in India and an Exemplar of Inclusion in the Most Inclusive Company Index (2023) by Avtar and Seramount
- Judged as Best in Vulnerability Management (IT services) at the 2nd Annual Quantic India Cybersecurity Excellence Awards 2023
- Helped a connectivity platform provider through data engineering and analytics to integrate IoT in its cloud-based product aligned to IoT Security Architecture
- Collaborated with Hawai’i Gas for Salesforce Energy and Utilities Cloud implementation
- Renewed our association with Tomorrow Trust to empower children in South Africa’s Gauteng and Western Province

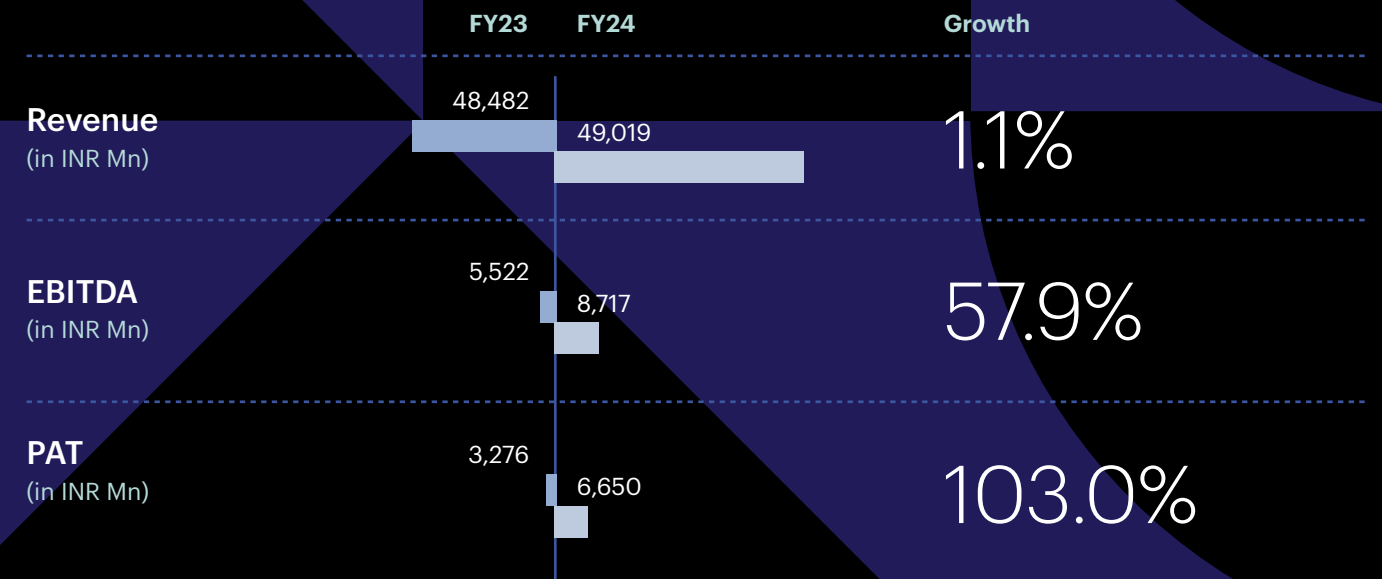
**USD 144.7 Mn** Total revenue    **USD 144.5 Mn** Service revenue    **10,225** Headcount    **USD 167.5 Mn** Wins orders worth

## Quarter 04

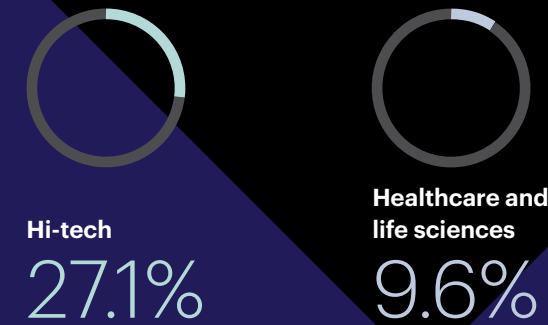
- Recognized at the 2024 Training APEX Award for our commitment to employee training, highlighting our excellence in development practices
- Awarded Top Employer 2024 in South Africa for our best-in-class employee experience and regional leadership
- Our experience-led engineering and engagement services propelled us to become a Top 15 Sourcing Standout according to ISG, showcasing our impressive global growth

**USD 148.1 Mn** Total revenue    **USD 147.8 Mn** Service revenue    **10,349** Headcount    **USD 181.5 Mn** Wins orders worth

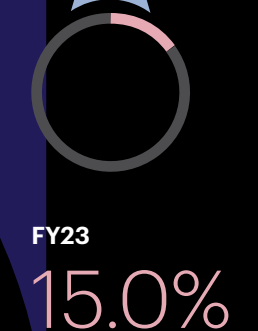
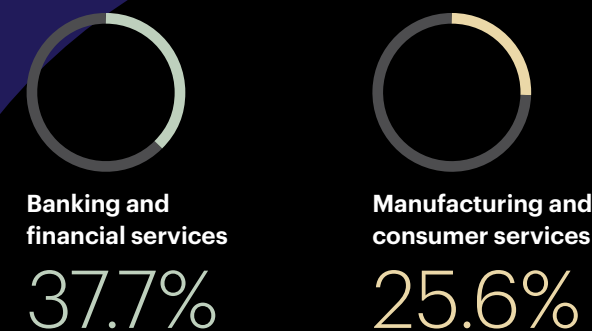
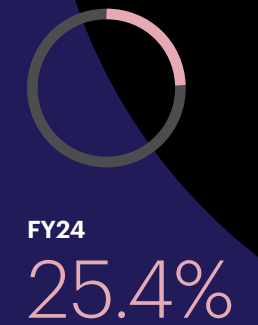
# Sound Financials



## Revenue by business



## Return on capital employed





# Chairman's Message



“ Zensar rose to the challenge and strengthened its portfolio of innovative solutions while streamlining the cost structure to improve operating margins. This not only positioned us optimally to capitalize on emerging opportunities but also empowered our teams to evolve in line with a changing digital ecosystem. ”

**H. V. Goenka**  
Chairman

## Dear shareholders,

Ongoing macroeconomic uncertainties globally and a demanding business landscape characterized by decreased consumer spending, tested industry resilience to a fair degree in the past year. Zensar rose to the challenge and strengthened its portfolio of innovative solutions while streamlining the cost structure to improve operating margins. This not only positioned us optimally to capitalize on emerging opportunities but also empowered our teams to evolve in line with a changing digital ecosystem.

Our dedication to client-centric practices, exemplified by our experience, engineering, and engagement approach, continued to yield promising results. Our ongoing conversations with clients reflect positivity, instilling confidence in our ability to achieve growth aligned with industry projections.

With ongoing efforts to foster growth and innovation, we are proactively multiskilling our people through our Service Line Academies as part of a talent transformation journey. These academies, established within our industry services groups, aim to upskill our people and help them quickly adapt to the digital ecosystem's changing realities. We have successfully developed a robust talent pool of home-grown experts through immersive programs tailored to solution architecture, product, and program management. Additionally, our AI academy has played a pivotal role in empowering our engineers and data scientists with advanced skills to make the most of generative AI.

“ As we leverage our core capacities to shape the digital transformation of enterprises, we are determined to ensure service excellence and consistent value creation for stakeholders. ”

As a responsible organization, environmental, social, and governance (ESG) initiatives are integral to our corporate ethos. During the year, our concerted efforts have enabled remarkable improvements across ESG parameters, recognized by rating agencies such as EcoVadis and the Corporate Sustainability Assessment by S&P Global as improvements in our ESG scores. Additionally, I am happy to announce our official commitment to align with the Science Based Targets initiative (SBTi), reiterating our dedication to walk on a clearly defined pathway to mitigate the impacts of climate change and strengthen the foundation for a sustainable future.

Looking ahead, our proficiency in crafting new-age digital experiences and enhancing customer engagement continues to broaden our horizons and lend us the ability to deliver agile and impactful solutions. As we leverage our core capacities to shape the digital transformation of enterprises, we are determined to ensure service excellence and consistent value creation for stakeholders. With

our eyes firmly fixed on strategic growth options, we continue to keep our doors open to acquisitions and partnerships.

I would like to thank our clients and partners for their continued support and our esteemed shareholders for their trust in Zensar's capabilities as we navigate the near-term challenges and together create a stronger Zensar.

**H. V. Goenka**  
Chairman

# In Conversation with the CEO and Managing Director



“ During the year under review, we were recognized for excellence across our capabilities. Of note is that we were selected as a Leader in Data and Analytics Services for Mid-Market Enterprises. ”

**Manish Tandon**  
Chief Executive Officer  
and Managing Director

## Dear shareholders,

It is an honor to present our Annual Report for FY 2024 on behalf of the Board of Directors. I am delighted to share that in a year marked by macroeconomic challenges, we have executed our strategy well and delivered a resilient performance. Operating in a dynamic market, we continued to evolve and adapt, positioning Zensar as a robust and agile player in the IT industry.

We did this by embracing our core philosophy of experience-led everything, which emphasizes not just the technology behind our products and services, but also the people who use them. Anchored by our 3Es – experience, engineering, and engagement, this approach allows us to maintain an end-to-end focus on each client’s business, priorities, and users.

Despite its challenges, the current global economic landscape has presented notable potential for growth and innovation. While specific sectors, including BFSI, manufacturing, and consumer services, continue to face geopolitical and macroeconomic hurdles, we remain vigilant in collaborating with our clients and mitigating adverse impacts to seize emerging opportunities.

I am also pleased to report that our presence in Europe and South Africa has grown, marked by wins across existing and new clients. Our commitment to designing superior digital experiences and engineering solutions that drive client engagement continues to be well-received.

“ In a nod to our technical marketing and consulting expertise, we were also chosen as an agency of record for a major global technology company. This broad-based acknowledgment speaks to our clients’ deep trust in us. ”

During the year under review, we were recognized for excellence across our capabilities. Of note is that we were selected as a Leader in Data and Analytics Services for Mid-Market Enterprises. In a nod to our technical marketing and consulting expertise, we were also chosen as an agency of record for a major global technology company. This broad-based acknowledgment speaks to our clients’ deep trust in us.

## Executing targeted strategies

To position ourselves as the preferred partner for our clients, we continue to diversify our customer base, broaden our market reach, and nurture enduring relationships. As we look ahead, we see the following strategies as drivers of future growth:

1. **Focus on clients:** Augmenting our focus on client-centricity, we have developed a robust go-to-market strategy that aligns with our 3Es – experience, engineering, and engagement.
2. **Enhance sales:** To continue boosting sales, we have established a new platform for the sales function, comprising strategic alliances, pre-sales, and inside sales operations. We are also making targeted efforts to foster strategic partnerships and leveraging leading cloud platforms to support sustained growth.
3. **Expand service lines:** We remain steadfast in our dedication to capturing both mind and market share through strategic investments in our service lines. We have added service lines with key offerings from enterprise-as-a-service (ESAAS) and advanced engineering services (AES).
4. **Build capabilities:** Transforming talent through advanced skill development remains a top priority. Throughout FY 2024, we launched immersive programs to enrich our employees’ abilities in critical domains such as solution architecture, product management, and program management.



### Looking back at FY 2024

In FY 2024, our profitability surged despite a volatile macro environment. Our EBITDA margin has substantially improved year-on-year, reaching 17.8% for FY 2024, and we are now investing in avenues for sustainable growth to maintain this momentum. These developments can be attributed to the successful implementation of cost optimization and operational efficiency programs.

Our year-on-year services revenue growth stands at 1.0% in US \$ terms, with notable increases observed in the banking and finance services sectors, which grew by 9.3%. Additionally, our strong performance extends to crucial markets such as the UK, Europe, and South Africa, where we continue to experience robust growth. Our order wins remains healthy during FY 2024 amounting to TCV (Total Contract Value) of USD 698 million, fueled by consistent acquisition of new

clients, showing steady growth over the previous year. Additionally, client centricity remains a core tenet for us, and in FY 2024, we achieved our highest ever client satisfaction score. Our score surpassed the industry median and placed us in the top quartile.

### Our sustainability journey

Through the fiscal year, we made significant strides in our sustainability efforts. Anchored by our environmental, social, and governance (ESG) charter, we implemented multiple initiatives integrating innovation and technology as the engine to drive sustainability forward. With an emphasis on quantifiable change, we adopted sustainability measures like virtualisation, cloud migration, green-labeled hardware procurement, and more effective energy management. We also substantially improved our energy consumption profile, adopting renewable energy options that increased our global share of

green energy to 31.5% compared to 18.0% in the prior year.

For our employees, we launched various programs centered on holistic well-being as well as skill development in emerging technologies. These themes were also part of our community development initiatives promoting technology-based education and employment planning.

### Gaining the lead

Our objective is clear: We aim to rank in the top 25% of industry performers consistently. Each year, we redouble our efforts, diligently using innovative thinking and smart collaboration to achieve meaningful outcomes for our clients and ourselves. We recognize that our success is intrinsically linked to that of our clients, so ensuring client-centricity remains our foremost priority.

As we advance, we will invest in our long-term growth by continually expanding our reach, refining our services, and building future-ready talent. Embracing experience-led everything as our guiding principle, we are poised to navigate challenges, seize opportunities, and deliver unparalleled experiences and solutions that are value-driven, environmentally conscious, and human-centered.

In closing, I extend my heartfelt gratitude to our valued partners, patrons, and customers, as well as the communities in which we operate. Your cooperation and trust are instrumental in driving our success. I would also like to thank my colleagues whose shared commitment to customer-centricity enables us to thrive.

### Manish Tandon

Chief Executive Officer and Managing Director

Our strong performance extends to crucial markets such as the UK, Europe, and South Africa, where we continue to experience robust growth. Our order wins remains healthy during FY 2024 amounting to TCV (Total Contract Value) of USD 698 million, fueled by consistent acquisition of new clients, showing steady growth over the previous year.

# Board of Directors and Leadership Team

## Board of Directors



**H. V. Goenka**  
Chairman,  
Non-Executive Director



**Anant Goenka**  
Vice-Chairman,  
Non-Executive Director



**Manish Tandon**  
Chief Executive Officer  
and Managing Director



**A. T. Vaswani**  
Independent,  
Non-Executive Director



**Arvind Nath Agrawal\***  
Independent,  
Non-Executive Director



**Ketan Dalal**  
Independent,  
Non-Executive Director



**Ben Druskin**  
Independent,  
Non-Executive Director



**Harsh Mariwala**  
Independent,  
Non-Executive Director



**Radha Rajappa**  
Independent,  
Non-Executive Director



**U. B. Pravin Rao**  
Independent,  
Non-Executive Director

The term of Arvind Nath Agrawal, Independent Director, got over on close of business hours on April 30, 2024.

## Leadership Team



**Manish Tandon**  
Chief Executive Officer  
and Managing Director



**Vivek Ranjan**  
Senior Vice  
President and Chief  
Human Resources Officer



**Vijayasimha Alilughatta**  
Chief Operating Officer



**Chaitanya Rajebahadur**  
Executive Vice President  
and Head, Manufacturing  
and Consumer  
Services, and Europe



**Nachiketa Mitra**  
Executive Vice President  
and Head, Banking and  
Financial Services



**Harish Lala**  
Executive Vice President  
and Head, Hi-tech  
Engineering and Africa



**Anup Rege**  
Senior Vice President and  
Chief Business Officer,  
Experience Services, and  
Brand and Communications



**Pratik Maroo**  
Head,  
Healthcare and Life Sciences

Sachin Zute, CFO, resigned with effect from close of business hours on May 3, 2024.

Rajat Sharma, SVP and Head, Growth and Platforms, resigned with effect from close of business hours on June 14, 2024.



# ESG Goals

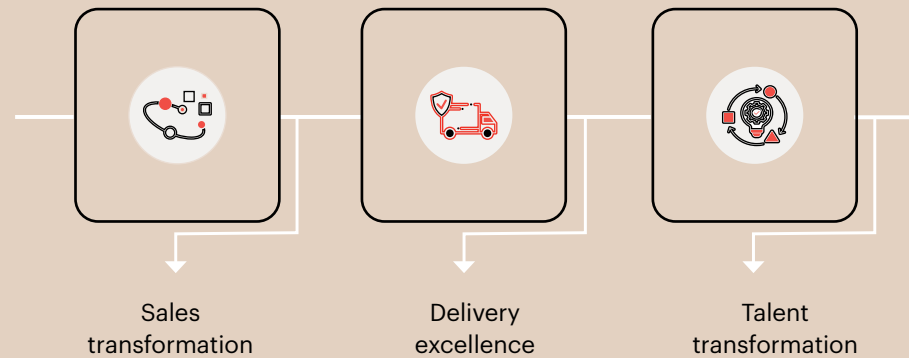


Topic	Environment		Social				Governance			
	Carbon reduction	Water positivity	Gender diversity	Happiness Index	Community development	Training	Sustainable procurement	Code of conduct	Transparency and fairness	Data privacy and cybersecurity
<b>Long-term goal</b>	Achieve <b>Net Zero</b> greenhouse gas (GHG) emissions (Scope-1 + Scope-2) by FY40	Retain status for own premises in India year-on-year post FY25	Achieve <b>40%</b> gender diversity by FY30 Achieve <b>35%</b> gender diversity by FY27	Sustain Happiness Index score of <b>82 or higher</b> , year-on-year	Reaching <b>225,000 lives</b> through community development initiatives by FY30 from FY21	Achieve/sustain <b>80</b> average hours of reskilling/ upskilling per employee by FY30	Assess <b>all</b> suppliers based on sustainable procurement criteria by FY30	Code of conduct training compliance - <b>95% or higher</b> every year	Continue our commitment to sustaining a fair and transparent whistleblower process	Continue our commitment to data privacy and cybersecurity compliances Target: Always sustain BitSight rating at advanced level (740 and above) with continuous endeavor to reach a maximum level of <b>810</b>
<b>Goals considered for FY24</b>	<b>11%</b> reduction in FY24 compared to FY23	<b>Water positivity</b> – Assurance and certification plan Continue to reduce water consumption by deploying ' <b>less water usage</b> ' initiatives	<b>31%</b> in FY24	Sustain Happiness Index score at <b>82 Or higher</b>	Impacting <b>22,865</b> lives in FY24 through community development	Ensure average hours of reskilling/ upskilling are maintained at <b>58</b> or above per employee	<b>20%</b> of A-class suppliers to be assessed on sustainable procurement criteria by mid FY24	Average <b>95%</b> code of conduct training compliance in FY24	Continue our commitment to sustaining a fair and transparent whistleblower process	Continue our commitment to data privacy and cybersecurity compliances
<b>Current status (FY24)</b>	<b>21.2%</b> reduction compared to FY23	<b>51.1%</b> more water generation vs. consumption for our Pune campus in India	<b>30.1%</b> women in the total employee count <b>30.4%</b> permanent women employees in the total employee count	<b>84</b>	<b>66,931</b> lives impacted through fever clinics <b>21,239</b> lives in FY24 through community development	<b>58.3</b> average hours of reskilling/ upskilling per employee	Assessed <b>56%</b> of A-class suppliers on sustainable procurement criteria	Average <b>98%</b> code of conduct training compliance achieved	Continue our commitment to sustaining a fair and transparent whistleblower process	FY24 – BitSight rating <b>790</b>
<b>Way forward</b>	— <b>40% reduction</b> by FY25 vs. FY23 — <b>60% reduction</b> by FY30 vs. FY23	Continue to reduce water consumption by deploying ' <b>less water usage</b> ' initiatives	<b>32%</b> in FY25	Sustain <b>82 Or higher</b>	Impacting <b>23,239</b> lives in FY25 through community development	Achieve <b>62</b> or higher average hours of reskilling/ upskilling per employee by FY25	Assess <b>100% of A-class</b> suppliers on sustainable procurement criteria by the end of FY25	Average <b>95%</b> or higher code of conduct training achievement	Continue our commitment to sustaining a fair and transparent whistleblower process	Sustain BitSight rating at advanced level ( <b>740 and above</b> )

# Strategic Focus

We design digital experiences that are engineered into scale-ready products, services, and solutions to deliver superior client engagement. This full lifecycle capability – from experience to engineering to engagement – is what makes us unique.

## Our strategy



### Sales transformation

#### Bring a strong client-centric culture

Annually checking on the health of relationships with clients and understanding their expectations and outlook. Conducting a combination of web surveys and virtual interviews to cover multiple regions and verticals. The questionnaire consists of a mix of qualitative and quantitative questions and seven-point agreement scales are used. For comparison, we draw trends from previous years to make our assessment comprehensive (assessing our relationship).

#### Focus on customer mining and strengthening new relationships

Investing in strategic partnerships to drive growth. Focus on strengthening alliances while exploring opportunities to create new ones. Leverage existing accounts to get better hyperscale mindshare and increase business (scaling existing business in new domains).

Leveraging our Board- and executive-level connect to create an ecosystem of trust with new partners. Focused account mining plan for each of the logos. Expanding the presence of multiservice lines to create value for clients. Transform the presales teams from being bid managers to solution architects, who will stitch together integrated solutions in the experience-engineering-engagement continuum. Leveraging extensive research through different channels (mining relationships).

### Delivery excellence

#### Verticalisation

We want to focus on institutionalizing structured and standardized competency development across service lines. This will also help us focus on better client relationships and enable them to deliver better to customers. Certifying vertical competencies with the help of VBU leaders and centralized COEs housed in ZenLabs (key areas like AI and Cloud), to help verticals and SLs deliver superior value to clients. Industry solution group, ZenLabs, and service lines to collaborate for verticalising service line offerings and developing vertical-specific solutions.

#### Focus on operational excellence

Institutionalized industry solution group to assess client problems better and integrate new-age technology with the help of a dedicated project manager for opportunities. Industry solution group to house domain consultants, business analysts, and techno-functional experts in vertical-specific products (e.g., core banking, payments, warehouse management, etc.). Establish industry solution group in manufacturing, retail, healthcare, and life sciences verticals. Continue to expand industry solution group in banking and insurance verticals.

### Talent transformation

#### Build engineering depth

Delivery model transformation as required by the accounts. Expansion of marketing studios to create a brand strategy to engage with clients. This streamlines our sales approach and strengthens KPIs. Integrating the experience-engineering-engagement continuum to provide end-to-end solutions at scale while continuously monitoring client satisfaction. Industry solution group, ZenLabs, and SLs to collaborate for verticalising service line offerings and developing vertical-specific solutions.

#### Deliver value through people excellence

Focused talent transformation tracks for all service lines. Through our Gen AI Academy, we encouraged employees in comprehensive in-house training from foundations to deep dive. Launched gamified learning programs. Implementing targeted certifications drive.

Upskilling pools through structured pool upskilling initiatives. Intensify the focus on broadening and deepening the techno-functional subject matter expertise of Zensarians, as part of the talent transformation initiatives. This helped Zensar Learning Academy to achieve the APEX Award. Also appreciated by clients, received Gold and Silver Brandon Hall Awards for client programs.

### Success stories

(Experience and engagement specific)

- Partnering with an oil & gas major to deliver a superior customer experience for a fleet management portal. Using mobility technology, we served an impressive 160,000 customers spanning 35 different markets.
- Collaborating with a global leader in data protection and ransomware recovery, using tech marketing and consulting capabilities for the advancement of brand engagement.



# Business Model

Our business model depicts our value creation process through our growth enablers by outlining our key inputs, our activities, and the resulting outputs. We offer comprehensive solutions to our clients through our experience-led everything philosophy, supported by our full lifecycle capability – from experience to engineering to engagement. Our business strategy supports our objective to provide innovative industry-focused solutions and partner with our customers for success.

The approach shows our commitment to actively engage stakeholders to build a sustainable business, with focus on profitable growth and customer centricity. We are committed to creating hyper-personalized, unified experiences, driven by a strong people culture with this paradigm. We collaborate with customers to design digital experiences that we engineer into scale-ready solutions to deliver superior engagement for high-growth companies. Our Service Lines—Experience Services, Foundation Services, Application Services, Data Engineering and Analytics, and Advanced Engineering Services—enable us to solve complex problems for our customers, with an unwavering focus on talent transformation to deliver comprehensive support and offerings.

Sustainability is ingrained into our practices, with specific goals to minimize our environmental impact, providing safe and equitable workplaces for our employees, and creating a positive social footprint beyond business.

## Inputs

### Financial Capital

INR 35,619 million - Shareholder's equity  
 INR 22,049 million - Retained earnings  
 INR 21,826 million Cash and Investment balances  
 INR 46,478 million - Total asset

Read more on [pg. 26](#)

### Human Capital

10,349 Global headcount  
 30.4% Permanent women in our workforce  
 76 Focused wellness sessions  
 58.3 Average hours of reskilling/  
 upskilling per employee

Read more on [pg. 30](#)

### Intellectual Capital

20 Collaborations and partnerships (focus on future technology players and startups)  
 Building deep domain and future technology competencies  
 Global Media Coverage with 100+ coverages in significant media placements across key markets  
 23% active Brand Ambassadors evangelists

Read more on [pg. 42](#)

### Natural Capital

7,443.9 GJ Total Renewable energy consumed  
 23,641.6 GJ Energy consumption (renewable + non-renewable)  
 20,098 KL Water consumption  
 756 Saplings belonging to 41 species were planted

Read more on [pg. 56](#)

### Manufactured Capital

8 Global Delivery centers  
 3 Innovation centers (Pune, Bangalore, Hyderabad)  
 3 Data centers  
 3 Satellite offices

Read more on [pg. 68](#)

### Social and Relationship Capital

480+ Volunteering hours  
 769 Teachers trained under Pehley Akshar initiative  
 INR 61.4 million CSR investment  
 145+ Active customers

Read more on [pg. 76](#)

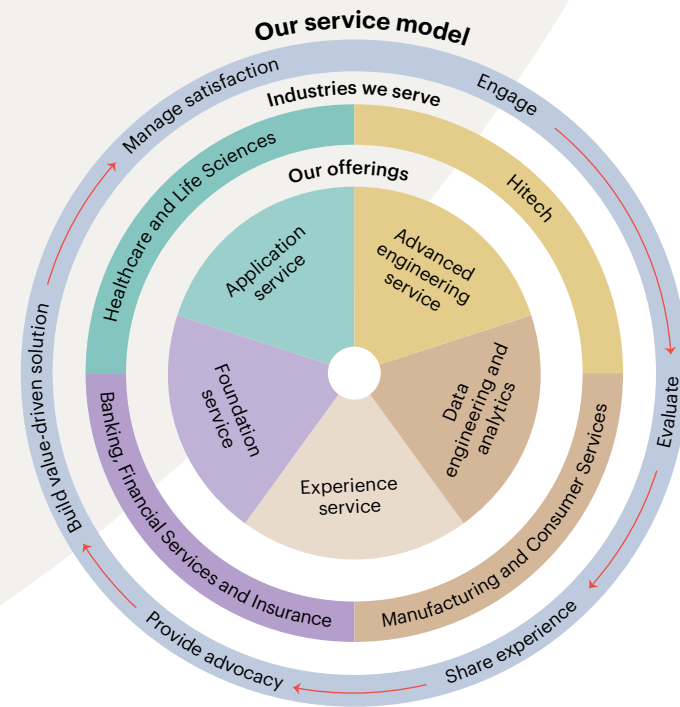
## Value Creation Process

### Sustainability Vision Statement

**Start green & Stay Green -**  
 Promoting sustainability using the power of technology

### Sustainability Vision Statement

Put people first | Embrace the unexpected | Solve together | Take charge of client success



### Robust engagement model

Hyperpersonalisation  
 Unified experience  
 Interconnectedness  
 Customer centricity  
 Touching lives, spreading joy

### Robust engagement model

Customers • Employee • Investors and analysts • Regulatory authorities • Communities • Vendors • Shareholder

### Driven by strong people culture

Imbibe culture  
 Nurture leadership  
 Grow community  
 Challenge status quo  
 Govern through best practices  
 Listen closely

## Outputs

### Financial Capital

INR 49,019 million Revenue  
 INR 6,421 million Operating cash flow  
 20.3% Return on Equity  
 INR 2,040 million Dividend distribution  
 29.4 -EPS  
 25.4% RoCE

### Human Capital

89.1% Talent retention  
 30.1% Overall diversity mix (Perm+Temp)  
 84 Happiness score  
 7,302 Employees certified internally  
 1,862 Employees certified externally  
 Glassdoor company rating of 4.03 out of 5

### Intellectual Capital

21 Number of Guilds and Communities  
 18 Patents granted in FY24  
 Customer experience score in top quartile  
 Followership increase on social media - 32%  
 25% increase in web traffic, engagement rate at 75% and site health score at 75  
 4100+ visits to the Brand Center

### Natural Capital

21.2% Reduction in scope 1+2 emission compared to FY23  
 100% Hazardous and Non-Hazardous waste diverted from disposal  
 14.5 million rupees- annual cost savings from energy conservation initiatives  
 30,221 KL Rainwater recharged annually  
 31.5% Share of renewable energy

### Manufactured Capital

72.3 Square feet of area per employee  
 Presence across 16 countries and 33 cities

### Social and Relationship Capital

94,600+ Lives impacted through community development (education and employment) in the last 4 years  
 2,634 Students and faculties trained through skill development program

## Outcome

Enhance efficiency and rationalize costs  
 Effective cash flow management  
 Improved resource utilization  
 Profitable growth

Prioritize holistic well-being for a happy workforce and talent retention  
 Develop existing talent to unlock potential  
 Ensure clear leadership & succession planning  
 Best-in-class employee experience and learning

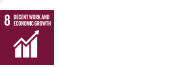
Investing in future technology  
 Innovative solutions – leveraging latest tech to solve key enterprise challenges  
 Increase in addressable market  
 Amplifying Zensar's brand story in the market

Increase renewable energy and optimise energy use  
 Reduce, reuse, and recycle to minimise environmental impact  
 Actively reduce our carbon footprint  
 Achieve water positivity through conservation efforts

Investing in energy-efficient infrastructure and hardware  
 Creating safe and accessible workplaces  
 Encourage eco-friendly habits, practices and choices  
 Tailored solutions for connectivity, collaboration, and growth  
 Leveraging platforms to deliver enhanced scalability and differentiation

Create a positive social footprint beyond business  
 Sustain long-term partnerships  
 Fostering harmonious relationships with regulatory and industry bodies  
 Offering vocational, entrepreneurship, and life skills training

## SDG linkage

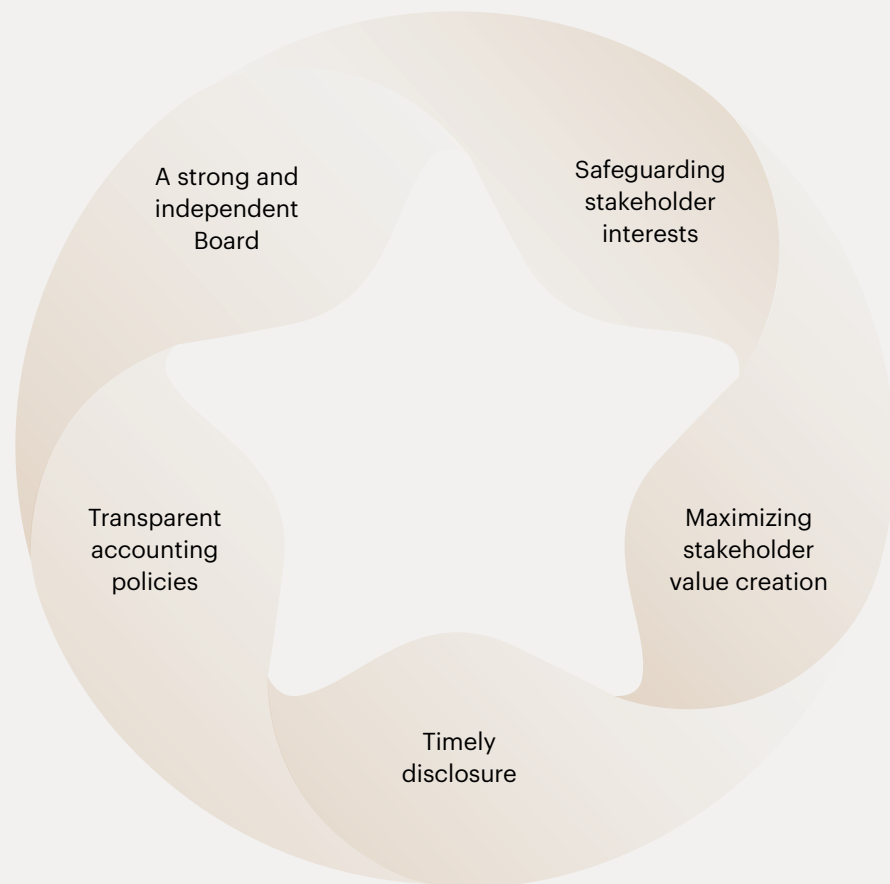


# Governance

## Sound governance in word and deed

Adhering to a robust corporate governance framework, our governance practices at Zensar ensure that we uphold the values of accountability, transparency, and fairness across the board. We have a decision-making process rooted in empowerment and meritocracy — which further helps us cultivate an organizational culture that fosters strong stakeholder stewardship. This approach has enabled us to ascertain the successful execution of our strategies, compliance, risk management, and sustainability.

### Our corporate governance framework



### Board diversity and independence

Our Board’s composition reflects a blend of independence, strong competencies, diversity, leveraging varied perspectives, and encouraging innovation, which, in turn, improves decision-making processes. Board diversity plays a critical role in improving corporate governance and effective decision-making due to the diverse nature of perspectives, experiences, and backgrounds. Regular monitoring by Board members ensures that our governance framework is consistently updated to comply with regulatory changes and adapt to the evolving business landscape. The active engagement of Independent Directors with impartial views significantly bolsters our governance while steering the organization. The role of the Board, with broader industry perspectives in approving policies and supervision of implementation by the Management, remains vital from a governance perspective.

### Board structure

10

Members

1

Executive

9

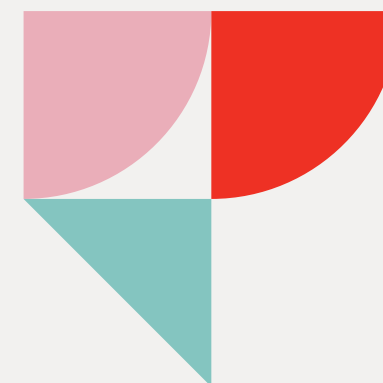
Non-executive

7

Independent non-executive

98%

Average Board meeting attendance rate



### Operating ethically, and ensuring transparency and compliance

We have instituted a comprehensive set of policies and procedures, to ensure adherence to all applicable laws and regulations globally. These policies are aimed at preventing corruption, combating money laundering, and ensuring data privacy. Our approach also encompasses regular training and effective communication to foster a deep understanding and commitment to these principles among all employees.

To abide by the highest standards of integrity, we also have in place an internal audit mechanism for reporting and continuous monitoring of the effectiveness of relevant policies and standards.

### Adhering to policies and standards

Our dedication to ethical conduct is evident in our ongoing efforts to sensitize employees about various facets of the same. Through regular updates, training, and the active participation of senior executives, we reinforce the importance of adhering to our code of ethics and company standards.

A structured disciplinary process, coupled with continuous monitoring and periodic policy reviews, ensures that our governance practices remain effective and aligned with our core values. Employees can anonymously report any suspected wrongdoing or concerns through different channels, including a whistleblower mechanism. We ensure confidentiality and protect those who report potential breaches.

### Consistently improving our policies

Our approach to policy development involves identifying areas for improvement by engaging with relevant stakeholders, ensuring clear communication, and providing the requisite training. This dynamic process enables us to effectively adapt to changing requirements and feedback as well as implement policies that support a high-performance work environment. We believe that there is always room for improvement. In line with this, we periodically update our policies and monitor our compliance with best practices.

### Effective ESG monitoring

Zensar has a Chief Sustainability Officer (CSO) to govern the ESG charter, who reports directly to the Senior management and Board level sustainability committee. The Board has constituted a dedicated Sustainability and Corporate Social Responsibility (SCSR) Committee that plays a pivotal role in formulating and reviewing our sustainability policy. This Committee is also responsible for supervising that the operations align with environmental, social, and governance principles. By regularly reviewing our sustainability goals and strategies, the Committee helps to ensure that we follow the set ESG charter and underlying ecosystem.



# Stakeholder Engagement

Recognizing the importance of open and constructive dialog, we engage with a diverse range of stakeholders, from local communities to global partners.

Healthy stakeholder relationships help us better communicate how our business decisions, activities, and performance are likely to affect or be of significant interest to our stakeholders while providing the opportunity to co-create effective and lasting solutions to business and other challenges

## Driving stakeholder participation flow

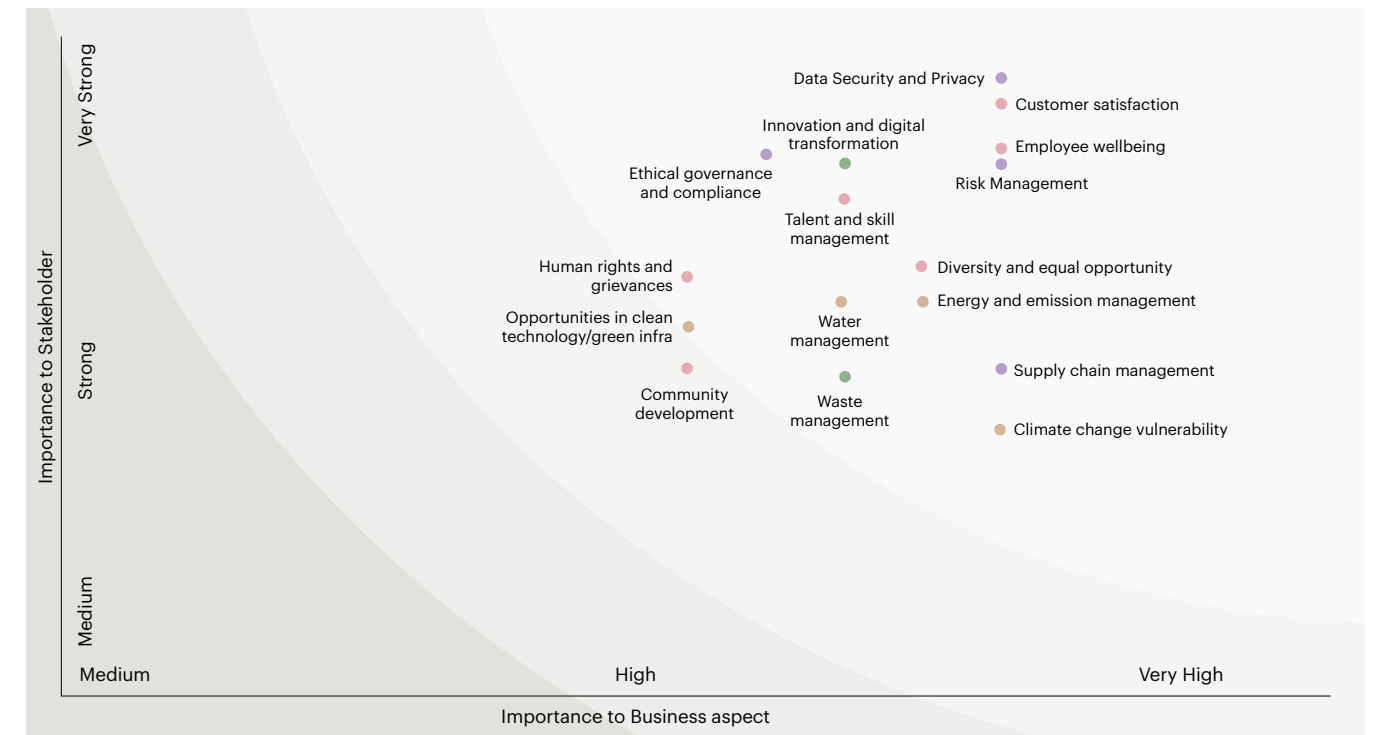


Stakeholder	Why they are important	Key concerns	Ways we interact
<b>Clients</b> <b>145+</b> Clients served globally	Clients help us expand our business	— Differentiated service offering — Positive experience — Quality of service	— Customer engagement survey — Client feedback — Social media
<b>Employees</b> <b>10,349</b> Employees worldwide	Employees' skill and expertise are core to our operations	— Career development — Safety and well-being — Equal opportunity	— Emails — Townhall sessions — Happiness Index survey
<b>Shareholders</b> <b>INR 35,619 Mn</b> Shareholder's funds	Shareholders provide the capital required for our operations and expansion plans	— Long-term growth of business	— Quarterly results meet — Annual General Meeting — Investor presentations — Social media
<b>Investors and analysts</b> <b>20.3%</b> Return on equity	Investors and analysts help us understand future business requirements	— Sustainable financial performance — Progress on social and environmental matters	— Quarterly results meet — Annual results meet — Analysts meet
<b>Communities</b> <b>INR 61.4 Mn</b> CSR spend (including INR 85.5 lakhs carried over from last year)	Communities enable us to maintain long-lasting relationships at the grassroots level	— Social contribution — Livelihood generation	— CSR programs — Training and workshops
<b>Vendors and partners</b> <b>20</b> Collaborations and partnerships	Strong relationships with vendors and partners enable us to provide timely service and high-quality products	— Long-term business opportunities — On-time payments — Quality of work	— Vendor engagement programs — Training and development programs — Workshops — Social media
<b>Regulatory authorities</b> <b>7</b> Independent Non-Executive Directors	Regulatory authorities ensure compliance and fair practices in business	— Robust governance structure — Ethics and compliance	— Workshops with industry bodies and associations — Industry events — Submission of compliance and statutory reports — Social media

# Materiality Assessment

We understand that long-term success hinges on creating sustainable value for our stakeholders. This necessitates identifying and evaluating issues that are both financially significant to our business and of genuine concern to our stakeholders, such as customers, employees, investors and local communities.

By proactively integrating these considerations into our planning processes, we can anticipate potential challenges and opportunities. This comprehensive approach ensures that our strategy remains sustainable and delivers lasting value to all stakeholders.



## Material topics

Environment	Social	Governance	Business
— Energy and emissions management — Water management — Waste management — Climate change vulnerability — Opportunities in clean technology and green infrastructure	— Customer satisfaction — Employee well-being — Talent and skill management — Diversity and equal opportunity — Human rights and grievances — Community development	— Data security and privacy — Risk management — Ethical governance and compliance — Supply chain management	— Innovation and digital transformation

# Financial Capital

We place a strong emphasis on the judicious deployment of funds to ensure steady revenue growth and consistent cash flow generation. It empowers us to remain relevant in an evolving operating landscape and sustainably create value for a wide spectrum of stakeholders.



## SDGs



## Key performance indicators

**1.1%**  
Revenue growth (YoY)

**INR 6,650 Mn**  
Profit after tax

**30.7%**  
Dividend payout ratio

**INR 8,717 Mn**  
EBITDA

**INR 137,510 Mn** Market capitalization

**INR 21,826 Mn** Net cash and cash equivalents

### Short/medium-term priorities

- Adopt the latest technology for digitization and process automation
- Reskill and upskill finance professionals in new technologies
- Manage working capital effectively and enhancing budgetary controls to ensure sustainable margins

### Long-term priorities

- Develop and execute financial strategies aligned with organizational goals
- Assess potential acquisition opportunities aligned with company's strategy
- Identify and invest in targeted areas for organic growth
- Develop strategies to mitigate risks from global uncertainties

### Financial growth

We are committed to delivering robust financial results to create enduring value for our investors and shareholders by focusing on profitability and operational efficiency to maximize returns.

#### Revenue from operations

(INR million)	
2022	42,438
2023	48,482
2024	49,019

#### Return on capital employed

(%)	
2022	21.1%
2023	15.0%
2024	25.4%

#### Dividend payout ratio

(%)	
2022	27.0%
2023	34.6%
2024	30.7%

#### Market capitalization

(INR million)	
2022	83,000
2023	62,130
2024	137,510

#### EBITDA

(INR million)	
2022	6,565
2023	5,522
2024	8,717

### Dividend per share

(INR)	
2022	5
2023	5
2024	9

### Earnings per share

(INR)	
2022	18.4
2023	14.5
2024	29.4

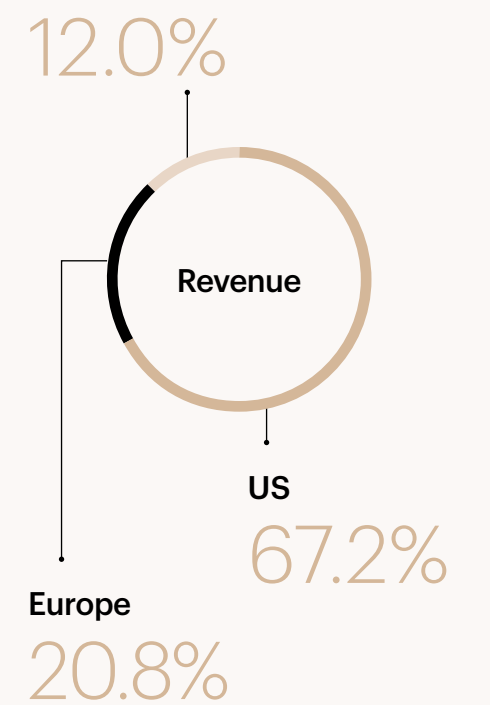
### Strong momentum in focused geographies

We are focused on executing our operations with precision, particularly in our three core geographies of United States, Europe, and South Africa. Within these regions, our efforts have yielded promising results, with Europe and South Africa demonstrating notable success through a string of new wins from existing as well as new clients. This momentum underscores our commitment to delivering exceptional value and service excellence across key markets.

Our portfolio has experienced significant growth, highlighting the effectiveness of our strategic initiatives and the strength of our

offerings. However, we remain vigilant of global uncertainties, particularly in the technological sector. Despite these challenges, we are adapting and innovating to align our offerings with changing market dynamics.

### South Africa



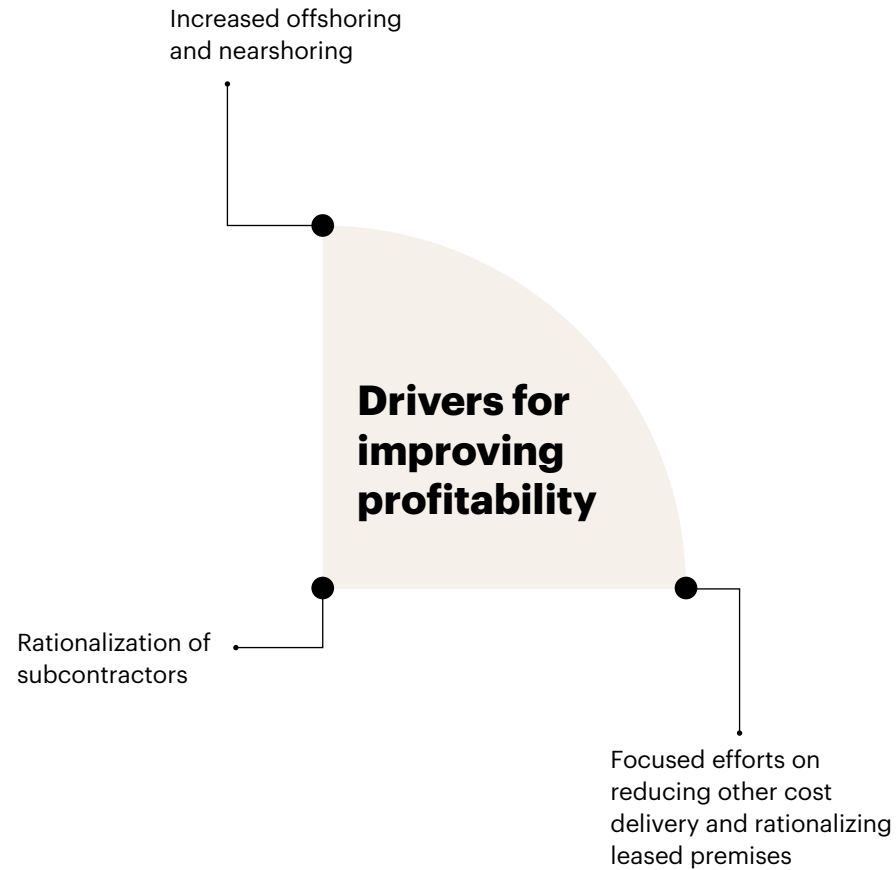


### Ensuring profitability

Our initiatives for better cost control have resulted in optimum resource utilization and collectively contributed toward margin improvements. It has not only improved profits but delivered long-term value to our stakeholders.

The decision to replace subcontractors with lower-cost resources has yielded tangible benefits, further increasing our profitability. Increasing offshore and nearshore activities have also driven profitability, allowing us to tap into cost-efficient resources and leverage the expertise of our global talent pool.

Through prudent cost-control measures and disciplined expenditure management, we have freed up resources to invest in strategic growth initiatives thereby ensuring financial stability and resilience.



### Liquidity positioning

As a debt-free Company, our liquidity positioning remains strong. With a disciplined approach toward effective receivable and payable management, we have sustained and enhanced our working capital position which has helped us increase investible surplus for deploying in focused areas of business which will enable growth for the organization.

We closely monitor our cash inflows and outflows to understand the current liquidity. By predicting forthcoming income and expenditures, we can foresee the cash requirements and make informed decisions regarding resource allocation.

We maintain liquidity positioning through effective project management, ensuring timely project completion and prompt client payments. This approach enhances cash flow management, enabling us to meet financial obligations efficiently.

### Taxation Policy

We realize the importance of working in accordance with necessary tax regimes across our areas of operation. Our CFO and Head of Tax review taxation policies and strategies to ensure effective compliance.

Our tax governance and control framework is deeply integrated

into our internal controls and it is regularly evaluated by our internal as well as external auditors. The Head of Tax is accountable for ensuring compliance with internal controls. Tax disclosures are included in our financial statements, which undergo rigorous auditing by independent external auditors.

In the event of tax disputes, we engage with authorities in a timely and constructive manner to seek immediate resolution of issues. Additionally, we have established mechanisms for reporting concerns about unethical or unlawful behavior through our Secretary and the Corporate Governance and Ethics Committee.

### Cost optimization

Sustained growth and financial stability remain our primary objective and to achieve this, we are implementing cost-optimization strategies across our operations. Through prudent financial management and strategic improvements in our operational indicators, we aim to enhance efficiency and rationalize costs.

We have implemented the following cost optimization initiatives:

Disciplined program for improving cost of delivery through enhanced operational efficiency	Through meticulous monitoring and evaluation, we continuously assess expenditures and make necessary adjustments to maintain optimal cost-performance ratios
Implemented budgetary controls to align costs with revenue, fostering financial discipline and accountability across the organization	Optimization of other fixed operational cost



# Human Capital

At Zensar, we believe in creating an engaged and empowered workforce. To adapt to an evolving digital landscape, we continuously provide opportunities for learning and skill development, thereby strengthening the foundation of a future-ready organization. It enables our people to assist our customers' digitalization journey, create value for stakeholders, and fulfill personal as well as professional aspirations.



## SDGs



## Key performance indicators

**10,349**

Global headcount (temporary + permanent)

**30.4%**

Permanent women in our workforce

**58.3**

Average hours of reskilling/ upskilling per employee (temporary + permanent)

**84**

Happiness Index score

**76**

Focused wellness sessions

## Short/medium-term priorities

- Implement a lateral hiring strategy focused on women candidates
- Pilot 'Chief Listening Officer,' a Gen AI tool for hybrid work
- Reskill employees at scale with upskilling-based rotations
- Increase employees' return to office with targeted interventions
- Enable managers to effectively lead in a hybrid model

## Long-term priorities

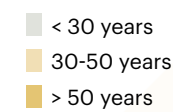
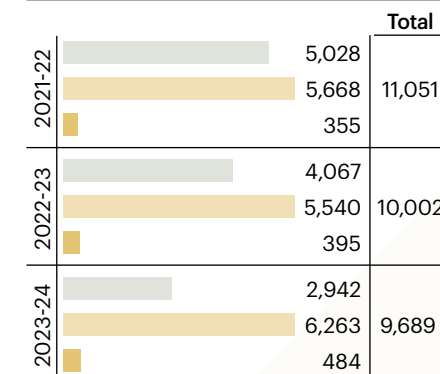
- Achieve 20% women leadership representation at senior levels
- Deploy innovative compensation strategies to retain talent

## Employee Profile Insights

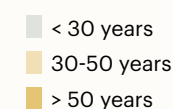
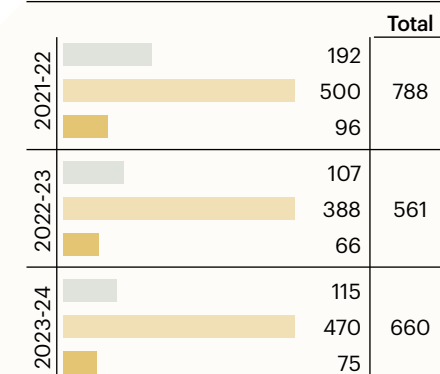
### Total employees by age group

Our employees, drawn from diverse backgrounds and equipped with a wide array of skills, embody the values and vision that drive our company forward. This rich tapestry of talent allows us to navigate the complexities of the global market, delivering advanced solutions and exceptional service to our clients.

### Permanent employees

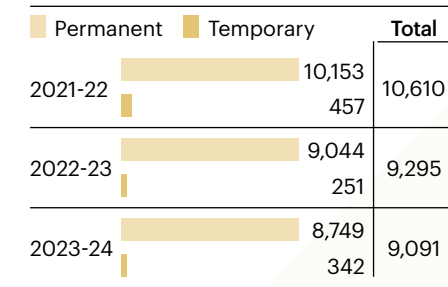


### Temporary employees

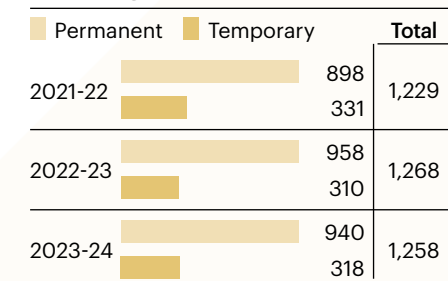


## Total employees by region

### Employees belonging to local regions

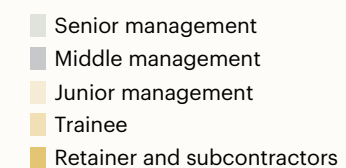
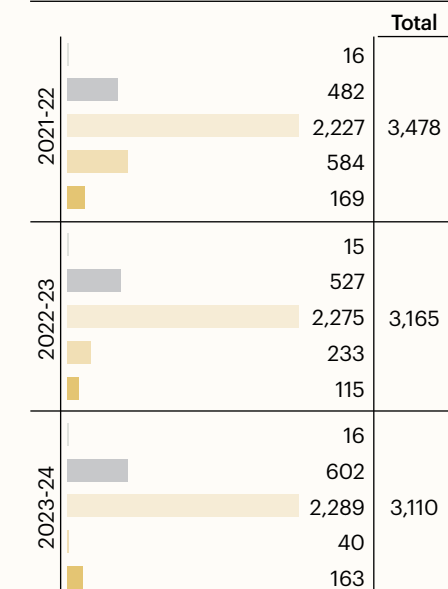


### Employees belonging to non-local regions

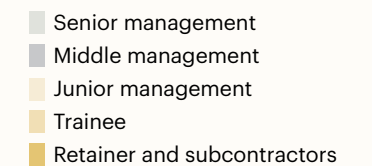
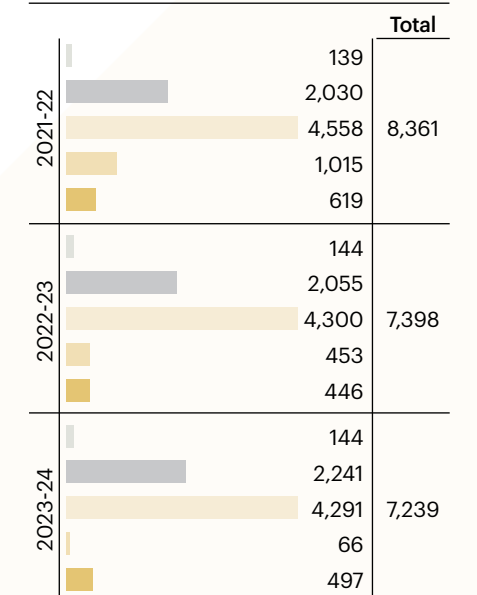


## Total employees by designation

### Women



## Men





### Becoming an employer of choice

We aim to adapt to a dynamic work culture that champions innovation, integrity, and inclusivity. To achieve this objective, we strive to create a motivated workforce that remains committed to fulfil organizational objectives. Our Happiness Framework goes beyond traditional surveys. It measures well-being across six key areas of work-life, connectedness, growth, value, culture, and purpose, fostering a work environment where everyone feels a sense of value. This, in turn, significantly enhances employee engagement and provides insights into our team's overall growth and passion for their work.



**84**  
Happiness Index score remained the same as FY23



I Love My Work



I Feel Connected



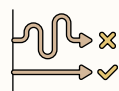
I Am Growing



I Feel Valued



I Cherish Our Culture



I Live A Purposeful & Balanced Life

	<b>Definition</b>	<b>Scope</b>
	The nature of my work and how enriching and satisfying it is	Aspects of my work that contribute to happiness
	Work relationships that create a sense of belonging	Aspects of quality of relationships that contribute to happiness
	Development of a person's ability and potential through learning, guidance, experience, & education	Aspects of learning, development and opportunities for career advancement
	The combination of monetary and non-monetary rewards and benefits; appreciation	Aspects of compensation, benefits, rewards, recognition, and appreciation
	Values, norms, beliefs, attitudes and assumptions that shape how people in organizations behave	Aspects of norms, values and overall culture of the organization that contribute to happiness
	The ability to live a well-rounded life that does justice to all its aspects	Aspects of leading a balanced, multi-dimensional life that contribute to happiness

### Our targeted initiatives include:

- Growth opportunities for high potential across portfolios
- Creating the opportunity and conducive environment for women wanting to return to the workplace post a break
- Retaining diverse employees through various interventions and flexible policies
- Celebration of work milestones and anniversaries
- Facilitating leadership connects and treasure hunts for improved inter-team collaboration
- Introduction of quarterly promotion policy and off-cycle increments to recognize and reward excellence
- Launch of phased return-to-office (RTO) efforts, which have notably increased productivity in key customer accounts
- Revamping the Rewards and Recognition program to acknowledge outstanding contributions

### Listening, learning, and leading by example

We have introduced a Chief Listening Officer, a generative AI-enabled tool, to enhance our understanding and responsiveness to employee needs. Additionally, we have doubled our investment in employee engagement to enhance productivity and ensure the well-being of our people.

### Empowering policies and practices

We have overhauled our people policies and practices to remain relevant and create a favorable environment for our people. From improving our grievance redressal mechanisms to introducing new platforms like the Grievance Council

and Ethics Council, we strive to create a safe and empowering environment for all our employees.

### Embracing diversity, equity, and inclusion

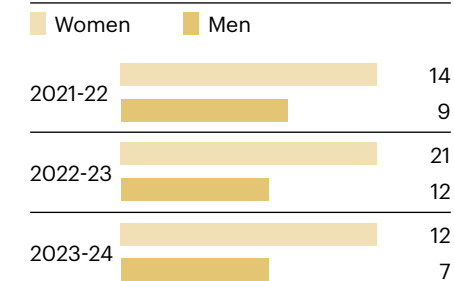
At Zensar, we encourage diversity, equity, and inclusion. It allows us to create equal opportunities for people from different backgrounds. Besides, it enables us to benefit from diverse perspectives that lend a competitive edge to our offerings.

Our CEO Statement of Support endorses the UN Women's Empowerment Principles, guiding us to ensure inclusivity and sustainability across all our initiatives. We embrace the seven steps outlined by UN Women, benefiting not only women, but inclusion of all diversities.

### Diverse leadership

We strive to create a leadership cadre that mirrors the diverse communities we serve. Our Global Diversity, Equity, and Inclusion (DE&I) Council and employee resource groups embody our strategic approach to leadership diversity. This Council, guided by an Advisory Board, is instrumental in implementing our diversity strategy and monitoring progress across the organization.

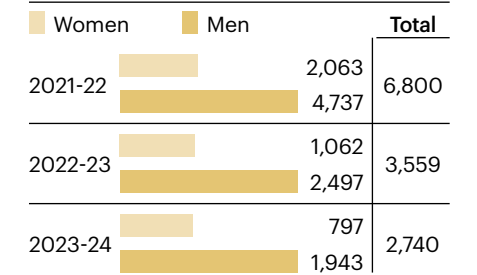
### DE&I Council Members



### Diversity in hiring

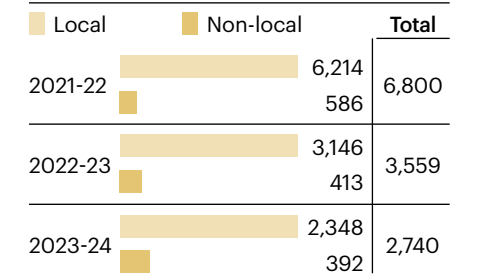
We strive to be an equal opportunity employer and aim to conduct merit-based recruitments. Our Zenrich program encourages referrals from existing employees and aligns with our goal of achieving 35% workforce diversity by FY27. Additionally, our 'Returnee Program for Women in Tech' focuses on hiring and grooming women for leadership roles, reflecting our commitment to gender equality in the technology sector.

### Gender-wise distribution of employees hired



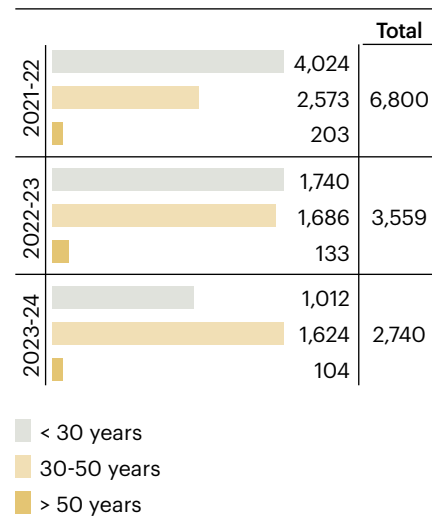
\*The data does not display LGBTQ+ numbers separately

### Residential status distribution of employees hired



\*\*Employees who have been hired in the country of their nationality

**Age-wise distribution of employees hired**



**Inclusion of people with disabilities**

We have made significant strides to make our workplace accessible and supportive for people with disabilities. Along with incorporating sign language in our communication, we have updated our DE&I policy to emphasize the importance of inclusivity in our corporate ethos.

**LGBTQ+ community inclusion**

Our PRISM employee resource group supports the inclusion of the LGBTQ+ community to ensure a safe and welcoming environment for all. We collaborated with organizations such as Pride Circle to build an inclusive culture through dialog and policy advocacy. We also participated in the Ally Challenge during Pride Month and rolled out educational material to raise awareness about Transgender Persons (Protection of Rights) Act, 2019, and provide fair treatment to transgenders.

**Fostering a gender-inclusive workplace**

We promote a gender-inclusive work culture through gender sensitization programs, gender pay parity reviews, and women leadership development programs. We also participated in events such as the UNite HER job fair and the launch of 'Women in Sales' initiative to support women at all stages of their careers.

**Recognitions for being a diverse employer**

- Recognized in the Top 100 Best Companies for Women in India, and Most Inclusive Companies Index, by Avtar and Seramount for the fifth time in 2023
- Earned the title 'Exemplar of Inclusion' in the Most Inclusive Companies Index in India in 2023
- Zensar was awarded as the best company on D&I initiatives amongst RPG Group of companies in 2023

**Parental leave status**

**Number of employees who took parental leave**

Years	India		USA		UK		SA	
	Men	Women	Men	Women	Men	Women	Men	Women
2021-22	178	120	0	0	0	0	3	0
2022-23	224	167	11	2	1	0	4	0
2023-24	185	148	3	1	2	1	2	2

**Number of employees who returned to work after parental leave ended and who were still employed 12 months after their return**

Years	India		USA		UK		SA	
	Men	Women	Men	Women	Men	Women	Men	Women
2021-22	153	108	0	0	0	0	2	0
2022-23	194	163	10	1	1	0	4	0
2023-24	165	133	3	1	1	1	2	2

**Building a talent pipeline**

In a rapidly transforming digital landscape, we place paramount importance on attracting and nurturing talent adept at steering our growth and leading with an innovative approach. Leveraging advanced digital capabilities, we have streamlined our hiring process and efficiently met the needs of a progressive organization.

Our multifaceted approach to talent acquisition includes

- Direct sourcing
- Leveraging social media
- Encouraging employee referrals
- Forming alliances with partners to access specialized skills

Furthermore, we adopt a strategic Hire-Train-Deploy model to create a diverse workforce and equip them with cutting-edge skills to thrive in a changing digital ecosystem. We also offer competitive remuneration and flexible working opportunities to focus on employee wellness and development.

**65**

Skilled recruiters

**80+**

Staffing partners

**CLADeTHON**

It is an initiative designed to introduce freshers to our vision and provide them with real-life project experience through a coding competition. Over three days, freshers from Pune, Bangalore, and Hyderabad engaged in intensive coding activities, mentored by experienced professionals. The Program includes leadership talks, problem-solving based on domain-specific statements, and various team-building activities.

**300+**

Freshers participated

**Empowering our workforce for the future**

We aim to fortify our leadership pipeline to remain agile and responsive. Through partnerships with prestigious institutions like the Indian School of Business (ISB) and IIM Ahmedabad and Kozhikode, we offer opportunities for enrolling in various courses focused on leadership and strategic thinking.

**People manager bootcamp**

A training program designed to offer managers essential tools and techniques for enhancing employee happiness and cultivating individual leadership styles.

**33**

Bootcamps conducted (since its inception in FY22)

**915**

Managers benefited from bootcamp program

**Leadership Acceleration Program (LeAP)**

It aims to transition employees from technical or functional roles to holistic business leadership roles, emphasizing operational, strategic, and people management skills to broaden their skillsets.

**Leadership Development Action Plan (LDAP)**

Senior leaders create long-term development action plans, considering the context of their role, the ecosystem in which they operate in, and their career aspirations. Personalized learning content from leading global content providers is cascaded to each senior leader.

**Mentoring and coaching programs**

Personalized career guidance programs are formulated to help employees develop core competencies under the guidance of experienced mentors.



### Succession planning

We continue to focus on accelerated leadership development by identifying critical positions and potential leaders through a rigorous process. This effort is enhanced by ongoing reviews of development plans for successors, ensuring they align with strategic roles. Furthermore, the ability of our leaders to transition seamlessly across different functions has been a focal point.

Through our comprehensive Organization Management Review (OMR), conducted annually, we have successfully identified and mapped the development needs of our leaders across all levels, from Vice Presidents and above, to specific units requiring specialized attention.

This extensive analysis, incorporating feedback from various channels through appraisals, development centers and 360-degree reviews, has culminated in the development of personalized, long-term action plans for each identified leader, spanning over the course of the next two years.

**66.7%**

Internal fulfilment rate excluding new positions

### Integrating health and well-being

At Zensar, we believe in nurturing talent and encouraging people to reach their full potential. It not only ensures professional growth but also acts as a precursor for holistic development.

### Wellness initiatives focused on



Physical health



Mental health



Financial health



Social health

**76**

Focused wellness sessions conducted

### Holistic sessions

Recognizing the diverse needs of our employees, we conducted weekly wellness sessions via MS Teams and Zoom, covering a wide range of topics from stress management to financial planning. To ensure employee wellness, we also initiated yoga sessions at our offices.

### Proactive health management

Understanding the importance of regular health checks, we revised our Annual Health Check-up Program by lowering the eligibility age from 40 to 35 years. This step leads to early detection and prevention of several health issues and provides our people access to necessary healthcare services. The availability of in-house doctors across all locations ensures timely medical advice and intervention.

### Ergonomic safety

We have implemented a well-defined risk assessment process for identifying potential hazards at the workplace and developed measures to mitigate them. This year, we have made significant strides in addressing ergonomics-related health issues, such as dry eye syndrome and carpal tunnel syndrome, through targeted awareness and wellness sessions. Additionally, our selection criteria for office furniture and adherence to health and safety checklists minimize workplace hazards.



### Safety education

Our eLearning model for employees, coupled with regular evacuation and fire safety drills, prepares our people to effectively respond to emergencies. Additionally, we conduct monthly awareness sessions and adhere to specialized training schedules for our support staff, emphasizing the importance of safety.

**Zero**

Work-related injuries reported

### Championing human rights

At Zensar, we are committed to upholding human rights, ensuring every individual is treated with the utmost respect, fairness, and dignity. We operate with integrity and responsibility, recognizing the significance of human rights in our business practices. Our collaboration with UN agencies and international organizations underscores our dedication to inclusive practices, earning us accolades for advancing Sustainable Development Goals (SDGs) 5 and 10 — gender equality and reduced inequalities.

As signatories of the UN Global Compact, we embed its principles into our core strategies, operations, and culture, promoting human dignity, ethical conduct, and sustainable resource use. We recognize the rights of our employees to assemble, communicate, and form associations, respecting their choices within our organizational framework. Through Internal Associate Resource Groups and adherence to local laws, we ensure collective representation and foster an environment of inclusivity and respect.

### Nurturing a culture of continuous learning

At Zensar, we believe in empowering our employees to take charge of their professional development, nurturing a culture that celebrates continuous learning as a cornerstone of our Employee Value Proposition (EVP).

We place a strong emphasis on skill enhancement and career growth, adopting innovative approaches such as ‘gamified learning’. This includes ideathons, hackathons, innovation challenges, and design thinking workshops, all aimed at disrupting traditional thinking and developing creative solutions.



### Campus to Corporate

This program prepares new graduates for corporate life, covering essential skills like teamwork and communication, through a two-day immersive experience.

### ZenLearn

ZenLearn is an adaptive learning platform offering a variety of resources like courses, videos, and eBooks that can be accessed from any device. It supports continuous and personalized learning.

### Development Action Plans (DAPs)

DAPs are personalized learning paths that align with project needs and client-specific requirements, leveraging on-the-job experiences for practical skill development.

### Competency-based learning

Focused on vital soft skills and behavioral competencies, these programs offer practical, expert-led training sessions in both live and virtual formats, emphasizing real-world applications.

**526**

Training programs conducted

**7,302**

Employees certified internally

**1,862**

Employees certified externally

### ZenMasters

ZenMasters are internal leaders and top performers who facilitate learning and share knowledge to enhance the organization’s training capabilities and customize content for specific needs.

### Guilds and communities

A collaborative framework for employees to share knowledge, connect with peers, and upskill within specific domains. It fosters innovation and helps to build stronger relationships with stakeholders.

We have established specific guilds to enhance collaboration and professional development across different domains: the Advanced Engineering Services Community (AES Guild) for engineering professionals, the Data Guild for data specialists, and the HR Guild for human resources employees.

### Average hours of technical training per employee per year

Years	Employee seniority									
	Senior management		Middle management		Junior management		Trainee		Contractual (FTA/consultant/advisor)	
	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women
2021-22	7.5	8.3	28.0	27.0	41.0	44.0	91.0	126.0	7.5	21.0
2022-23	8.0	10.3	21.4	17.2	36.7	37.4	190.0	197.0	6.6	5.3
2023-24	14.4	10.9	44.5	34.9	60.9	63.7	27.2	29.3	7.3	8.8

### Average hours of behavioral training per employee per year

Years	Employee seniority									
	Senior management		Middle management		Junior management		Trainee		Contractual (FTA/consultant/advisor)	
	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women
2021-22	21.8	19.0	25.6	28.9	27.7	30.3	22.6	29.7	0.7	1.6
2022-23	10.0	15.3	27.6	27.5	28.1	31.0	40.6	40.8	0.8	1.6
2023-24	6.8	5.8	9.2	9.6	7.0	8.1	12.5	15.5	0.9	1.6

### Unlocking potential with career development

We have a diverse array of initiatives that cater to different learning styles and career aspirations, including role-specific development and specialization opportunities.

#### Project Manager Academy

A comprehensive training program for employees aspiring to excel in project management, focusing on methodologies, leadership, and client relations.

#### Ignite GenAI Academy

A program dedicated to building employees' artificial intelligence skills, with a tiered learning approach to enhance AI capabilities across domains.

#### Service Lines Academies

Tailored learning paths that provide in-depth knowledge of emerging technologies and domain expertise across different service lines.

#### Sales Enablement Program

A program designed to equip sales professionals with effective sales strategies and techniques.

#### Architecture Readiness Program

Equips employees to develop future-ready IT architecture, including acquiring certifications for developing advanced IT models such as MongoDB Architecture.

### Domain specialization for MBA hires

Integrates academic knowledge with industry practices, focusing on domain-specific insights for MBA hires in sectors like banking, financial services, and insurance.

#### Python and Agile

Offers Python programming and Agile methodologies training for business analysts or project management roles in the BFSI sector.

At Zensar, we are facilitating professional growth and global exposure for our employees. Our dedicated Global Mobility team ensures seamless transitions for employees to international client locations, adhering to each country's immigration laws. This process includes visa filing, work permit stamping, and relocation benefits, alongside country-specific inductions.

Recent key initiatives include:

- Automation of the Global Mobility function across all locations
- In-house management of work permit applications for cost efficiency
- Streamlining of mobility and immigration policies

### Performance management

In the last fiscal year, we shifted our focus toward qualitative and developmental feedback as part of our performance management framework. To ensure timely feedback for our employees, we introduced project end appraisals in the second half of FY24.

Special consideration was given to those returning from parental leaves, ensuring fairness and inclusion. Through our dashboards, we are trying to eliminate the unconscious bias of managers and ensure they maintain fairness in performance reviews of employees irrespective of their geographical locations, grades, skillsets, genders, etc.

# ~100%

Eligible employees completed performance reviews on time

Managers were encouraged to engage in open discussions with their teams, focusing on 'What went well' and 'What could have been done better', thereby facilitating a more transparent and supportive environment.

To support this shift, we implemented a series of orientation sessions for managers. These sessions were designed to equip leaders with the skills necessary to deliver effective feedback, tailored to positive achievements and areas of improvement. The objective was to offer feedback that was not only affirming but also constructive.





**Total Rewards**

Our Total Rewards team designs and implements strategies encompassing compensation, benefits, well-being, and recognition to manage talent.

**Key initiatives:**

- Introduction of flexi-benefits to cater to our multi-generational workforce
- Creating a development framework that takes into account wellness aspects as well
- Delivering wellness propositions using gamified solutions and behavioral nudges
- Leveraging Gen AI to deliver an engaging recognition offering
- Assessing the impact of total rewards offerings on employee attraction, engagement, and retention
- Revamping job architectures and our PPP (policies, processes, people) ecosystem

**Development Action Plan (DAP)**

All internal assessments are linked directly to Development Action Plans (DAPs). It enables personalized learning paths with a collaborative dialog between employees and their managers. Regular reviews and tracking of employees' progress against goals and milestones outlined in their DAPs provide insights into the effectiveness of the training programs. The infusion of data-driven insights from performance assessments into the DAP process has been instrumental in identifying precise skill gaps, thus helping in the development of customized plans that benefit individuals as well as the organization.

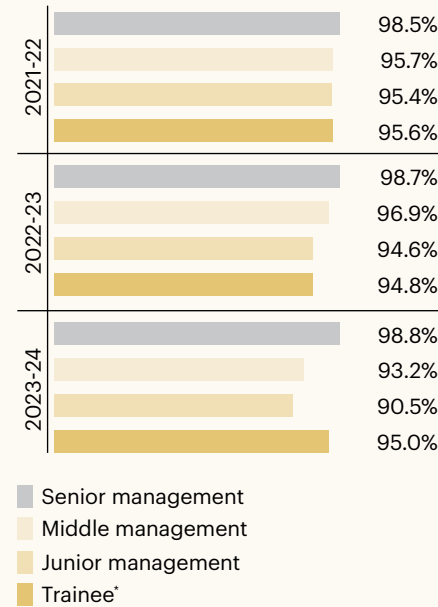
**Assessment Center**

Our robust Assessment Center, featuring advanced tools like TechGig, serves as a vital mechanism for identifying individual competencies and areas of improvement. This platform enables us to identify specific skill gaps and facilitates targeted interventions through our training programs.

**Manager reviews and evaluations**

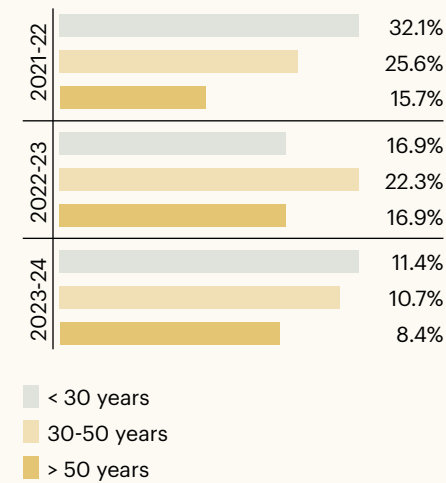
Feedback from managers on skill development and performance is crucial for evaluating the success of training. It enhances performance and improves skillsets.

**Employee performance appraisal**

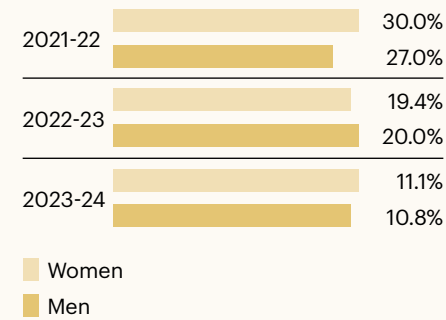


\*Trainees go through the MT confirmation process, which is outside the annual appraisal process, and is done 100% for all MTs

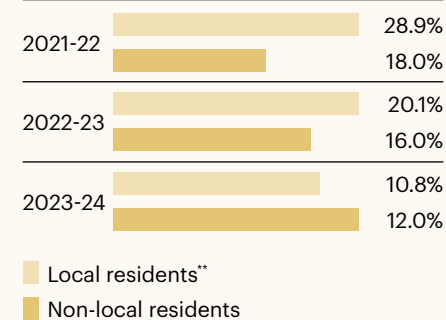
**Employee turnover by age group**



**Employee turnover by gender**



**Employee turnover by residential status**



\*\*Employees who have been hired in the country of their nationality



# Intellectual Capital

Leveraging our innovative capabilities and technological prowess, we continue to deliver cutting-edge solutions to diverse clients. Our continuous focus on research and development enables us to design and deliver future-ready solutions that lend us a competitive edge in the industry.



## SDGs



## Key performance indicators

**145+**

Global clients

**21**

Guilds and communities

**18**

Patents granted in FY24  
(17 in India and 1 in South Africa)

## Short/medium-term priorities

- Refine AI models for real-world business problem solutions
- Implement innovation platform for accelerated R&D and MVP development
- Strengthen security with MFA and enhanced password policies

## Long-term priorities

- Explore advanced tech and AI for innovative applications
- Foster partnerships with academia and industry for R&D
- Invest continually in R&D for emerging technological fields
- Boost brand visibility through digital marketing and thought leadership

## Brand building

At Zensar, we understand that our intellectual capital - our brand, our knowledge, and our people - is at the core of our competitive advantage. Our commitment to improving brand awareness during the year was focused on three key areas:

### 1 Website campaigns

Our website served as the primary touchpoint for stakeholders, showcasing our achievements in events, success stories, project wins, and awards.

### 2 Thought leadership campaigns

Through a series of campaigns, we highlighted our retail expertise and CSR initiatives, led by RPG Group leaders.

### 3 Corporate branding efforts

By revamping our brand videos to feature our leaders and employees, we reinforced our foundational belief in prioritizing people. It further strengthened our brand appeal.

## Outcomes

- Increased website traffic
- Generated notable number of Marketing Qualified Leads (MQLs)
- Increased engagement with the industry through thought leadership articles, fireside chats and participation in partner events like Re-invent
- Recognized in Analyst Awards
- Improved performance in surveys conducted by major analyst firms such as ISG, Avasant, Everest Group, and Gartner

## Improving brand awareness

We aim to make significant strides in enhancing our brand visibility and creating brand ambassadors, driven by a multifaceted strategy aimed at amplifying our presence internally and externally.

### Empowering informed advocacy

By engaging with industry leaders through initiatives such as Lunch and Learns, joint go-to-market strategies, and prominent participation in industry events, we will not only bolster our brand's visibility but will also position ourselves as thought leaders. Our active engagement in responding to RFIs (requests for information) and securing key reports will further cement our reputation as a trusted advisor in the marketplace.

### Hyper-personalization for high-value segments

We will tailor targeted campaigns for high-value segments, which will enable us to demonstrate a deep understanding of our clients' unique needs, thereby enhancing our brand's value proposition.

### Cultivating leadership connections

We will leverage the power of storytelling in our communications, creating emotional resonance that strengthens our brand appeal. Through these narratives, our leadership will build and maintain influential connections with Third-Party Administrators (TPAs) and industry influencers.

### Building internal brand champions

Through comprehensive internal training programs on topics like ESG (Environmental, Social, and Governance), Generative AI, and Diversity, Equity, and Inclusion (DEI), we will empower our employees to become knowledgeable brand advocates. This initiative will not only amplify our brand message but will also cultivate a unified voice that resonates internally and externally.



### People-driven innovation

Our commitment to fostering an environment that rewards creativity and new ideas has enabled us to focus on research-driven solutions that not only meet but exceed client expectations. This ethos of innovation is cultivated through a robust framework designed to encourage our employees to explore, learn, and apply their knowledge to solve real issues.

By establishing a robust framework that rewards creativity and practical innovation, we have cultivated a workspace where every challenge is met with a forward-thinking solution. Our approach to workforce transformation is centered on cultivating a diversified skill set among our employees. It includes:

### Developing I, T, and Pi-shaped professionals

We prioritize depth and breadth in our talent development programs. By nurturing deep skills in specific domains (I-shaped), broad understanding with expert knowledge in one area (T-shaped), and dual deep expertise with broad interdisciplinary knowledge (Pi-shaped), we develop versatile and highly capable teams.

### Embracing new technologies

In a rapidly evolving industry, relevance is synonymous with adaptability. Through in-house training and development of practical assets, we empower our workforce to not just understand but innovate with the help of latest technological advancements.

### Knowledge sharing and continuous learning

Our commitment to intellectual growth extends beyond formal training. Regular knowledge-sharing sessions, mentorship programs, and opportunities for research foster a culture of continuous learning and intellectual curiosity.

**57**

People working toward innovations/R&D

**284**

Certified cloud architects and engineers

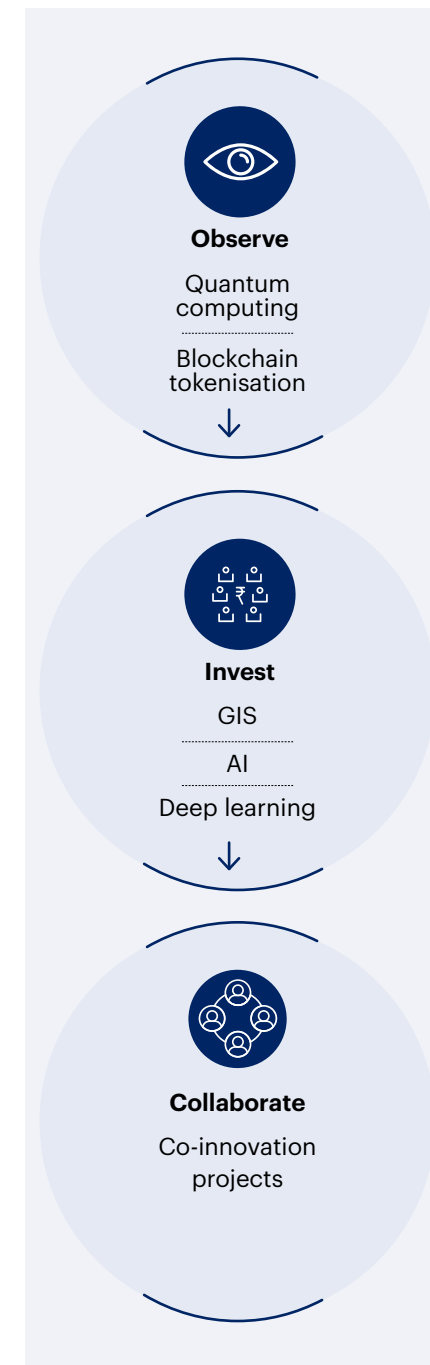
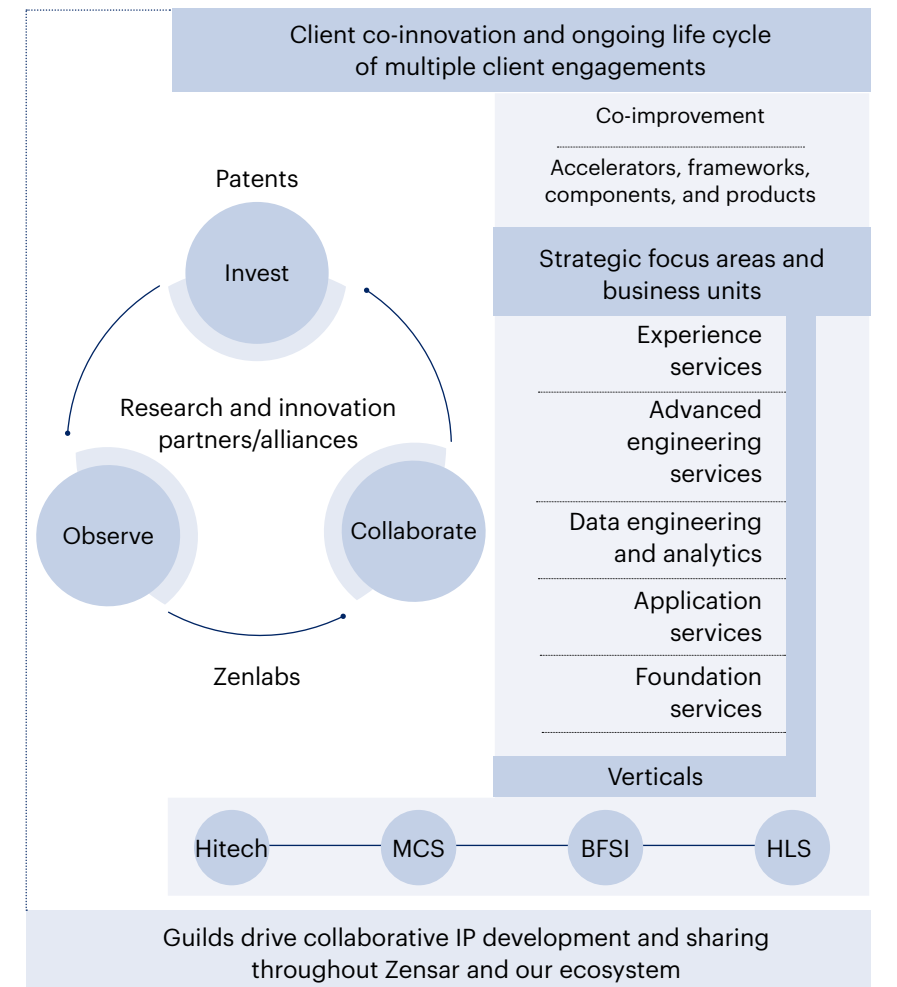
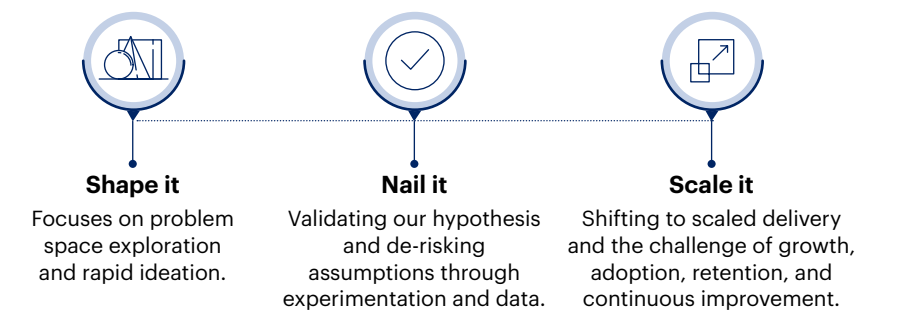
### Innovation framework

Our innovation framework is engineered to demonstrate our efficiency. By participating in technology forums, including talks and paper presentations, we interact with thought leaders and

the broader technology community. Furthermore, our in-house asset development capability enables us to offer competitive pricing and scale solutions swiftly.

We have implemented a Continuous Listening Score system to capture client feedback on a quarterly basis, aligning our innovations directly with client needs and elevating the value of our solutions.

### Client success aligned - innovation and IP framework



### Zensar Velocity Stack

The Zensar Velocity Stack encompasses reusable components, reference architectures, and solutions. Used for different projects, it facilitates a seamless flow of real-world feedback through our communities and guilds, enabling us to refine and strengthen our intellectual property. This iterative process not only enhances the solutions we offer but also amplifies the value delivered to our clients.

### Streamlining innovation

We have built a platform where we can track ideas from their ideation stage to the minimum viable product (MVP) stage to translate ideas into action.

This journey from concept to creation is streamlined through a four-step methodology:

- Idea submission
- Idea discovery
- Proof of concept (PoC)
- MVP development

Each stage involves key stakeholders such as idea owners, vertical heads, the funding board, technical teams, and the steering committee, thereby creating a rich ecosystem of diverse insights and expertise.

Our system is underpinned by a rigorous, workflow-based decision-making protocol, granting our leadership teams the authority to evaluate the progression of ideas. This ensures that initiatives with the highest potential for impact and innovation reach fruition.

### Innovation festival

The RPG Innovation Festival is a flagship initiative at both the Company and Group level that significantly enhances our innovation quotient. Spearheaded by the Chief Technology Officer (CTO), this systematic effort not only fosters a culture of creativity and forward-thinking but also culminates in the filing of patents for the most promising ideas and solutions. The festival features multiple rounds of evaluation by diverse panels, providing employees with a unique opportunity to present their innovative concepts directly to the top management. Furthermore, we leverage crowd sourcing to tap into the collective intelligence of our workforce, running hackathons, ideathons, and innovation festivals aimed at harvesting a wide array of new ideas and solutions.

**240+**

Entries

**15**

Entries elected for RPG Playbooks

### Guilds and communities

We place a strong emphasis on knowledge sharing, both internally and with external stakeholders, including clients and academia. This exchange of insights is pivotal in co-creating and co-owning intellectual property (IP), products, services, and solutions. By leveraging synergies with technology providers, vendors, and startups, we are able to deliver impactful outcomes. We encourage iterative experimentation and value feedback from members throughout the innovation life cycle. All service lines and industry solution groups within Zensar have developed mature guilds and communities focused on the latest offerings in their respective domains. These groups regularly engage in “cadence connects” – sessions dedicated to discussing initiatives and IP enhancement projects, identifying resources for project execution.

**21**

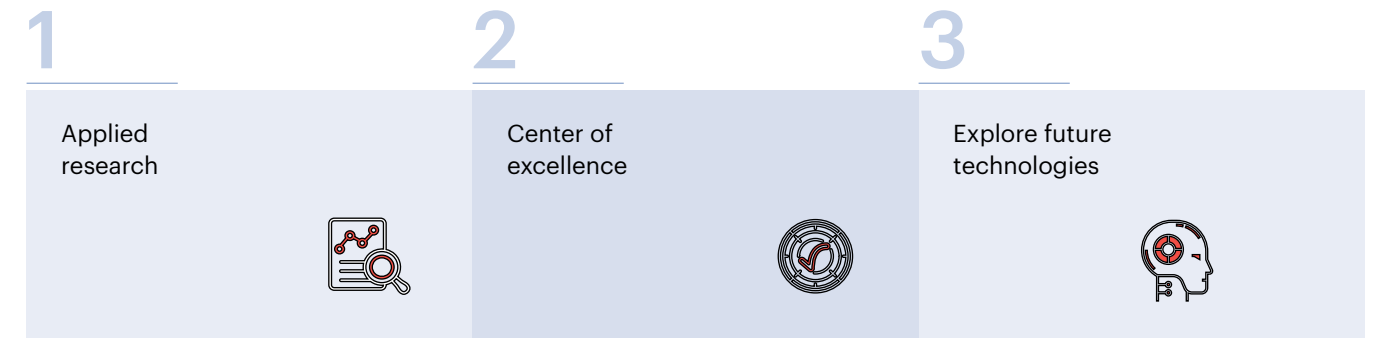
Guilds and communities



### Zenlabs

Zenlabs drives our organizational goals through strategic synergies across our core practices. It is our exclusive innovation hub that leverages co-innovation and functions as a technology advisory. Our innovation hub is bolstered by established feedback mechanisms from stakeholders and active sponsorship from senior leadership.

Zenlabs focuses on three pillars to deliver value:



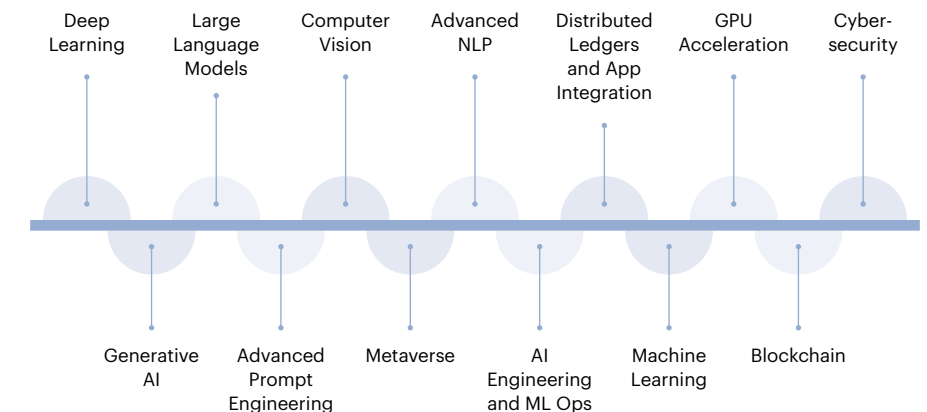
### Innovation continuum

Zenlabs participates in and contributes to key technology forums worldwide, including the Machine Learning Developer Summit, International Conference on Smart and Nano Materials, and various prestigious IEEE conferences.

Our co-innovation solutions are a testament to our innovative capabilities. Projects range from an embedded ecosystem for the automotive aftermarket powered by machine vision to advanced AI-driven systems for customer churn prediction and credit risk evaluation.

Zenlabs explores a wide array of technologies across our innovation continuum. From Semantic AI and NLP, blockchain, and Web3 Solutions to cutting-edge fields like computer vision, XR, and Gen AI, we cover a vast landscape. Our expertise extends to various sectors, including banking, retail, high-tech manufacturing, utilities, and insurance, showcasing our versatile application of technology.

### Technological focus areas for Zenlabs



### Thought leadership by Zenlabs

**150+**

Patents

**200+**

Whitepapers

**IEEE and Springer**

Papers



## Research and development

Our approach to R&D combines the exploration of future technologies with the strategic use of open-source solutions. This approach enables us to enhance our flexibility and reduce licensing costs, leading to the development of competitive yet cost-effective assets.

Regular strategic alignment meetings between our research teams and leadership ensure that our R&D efforts are closely aligned with our corporate goals, enabling us to leverage our assets effectively across the organization. Moreover, we are increasingly integrating sustainability and social impact considerations into our R&D projects, reflecting our commitment to responsible innovation.

**3**

Research and innovation centers in Pune, Bangalore, and Hyderabad

## Collaboration and continuous innovation

By working closely with other Strategic Global Organizations (SGOs) and business verticals within Zensar, we ensure that our research efforts meet the needs and priorities of different units and functions. Building strategic partnerships with vendors, technology providers, and academic institutions is a crucial part of our strategy, enabling us to access new technologies, insights, and talent. These partnerships, current and new, are vital to our ability to innovate and grow.

**20**

Collaborations and partnerships

## Co-innovations

Our approach to strategic partnerships encompasses a broad spectrum of collaborations, each tailored to enrich our technological capabilities and market reach.

### Building strategic partnerships:

Globally partnering with **clients** to pioneer innovations using Metaverse, Gen AI, data science, and analytics

Partnering with niche **technology startups** for innovative solutions

Collaborating with **academia** for cutting-edge research and talent acquisition

Reducing solution time-to-market and minimizing risk through strategic **technology partners and vendors**

Engaging with technology **vendors and training providers** for industry certifications and recognition

### Co-innovations have helped us become the partner of choice for numerous clients:

**Developed** accelerators, tools, and frameworks for broader applications

**Strengthened** client relationships through superior skill representation

**Enhanced** learning and knowledge sharing by tackling industry-relevant challenges

**Boosted** our marketplace credibility through a reputation of trust and reliability among clients

**Upskilling** initiatives provide employees with hands-on experience in diverse technologies

## Co-innovation case studies

We partner with our clients every step of the way – to conceptualize, build, and manage their digital solutions.

### Safe dig AI services

Deployed an artificial intelligence solution tailored for enhancing excavation safety and operational efficiency, marking significant advancement in utility service protocols for a leading UK infrastructure services provider.

### MDM using knowledge graphs

Implemented a sophisticated data management strategy employing knowledge graph technology to solve complex client data challenges, facilitating smarter business insights for a multinational digital communications technology company.

### Immersive reality accelerator

Crafted a state-of-the-art virtual reality platform to swiftly predict and visualize material transformations, revolutionizing product development processes for a renowned multinational entity in the US.

### Gen AI-assisted insurance underwriting

Introduced a Gen AI-driven solution to automate and streamline the underwriting process, enhancing efficiency and accuracy by processing complex data from various documents for a US-based insurance company.

### NFT minting engine

Launched a digital platform utilizing blockchain and Web3 technologies for seamless creation and transaction of non-fungible tokens (NFTs), elevating the digital art ecosystem for a prestigious British auction house.

### Enterprise blockchain

Collaborated with a historic US bank to implement a blockchain solution, transforming and securing multiparty financial reconciliations with Hyperledger Fabric technology.

### Insurance buying assistant using Gen AI

Developed an intelligent assistant powered by Gen AI to revolutionize the insurance selection process with capabilities for natural language interaction and personalized recommendations for a multinational technology corporation.

### Good food recommendation

Engineered a large language model (LLM)-based culinary assistant to offer personalized recipe suggestions and streamline the ingredient shopping experience. It has helped to add convenience to the lives of numerous customers of an Australian retail giant.

### Full-stack HiVE squads

Adopted an innovative project management approach with dedicated HiVE squads under a

fixed capacity model, ensuring accelerated and efficient execution of a cloud transformation project for a major departmental store chain.

### FlexBOT model

Instituted a novel FlexBOT execution framework, customizing solutions to client specifications and achieving remarkable success in infrastructure services for a European logistics powerhouse.

### Advanced ticket routing system

Implemented a Gen AI application designed to intelligently categorize and assign support tickets, drawing on historical performance and expertise, for an Australian retail and finance conglomerate.

### Game operator

Conceived a personalized gaming experience powered by Gen AI, offering tailored recommendations and customized gameplay for users, showcasing innovation in the iGaming sector for a globally recognized iGaming technology and software development company.

### Gen AI-powered smart chatroom

Unveiled a multi-functional chat management system driven by Gen AI, setting new standards in customer service efficiency and engagement for a leading online foreign exchange trading provider.

## New service offerings

In the last financial year, we have significantly expanded our service offerings, launching specific solutions from various service lines and verticals that build upon our standard offerings. These offerings are designed to provide our clients with a comprehensive suite of services that cater to every aspect of their digital transformation journey.



## Gen AI assets

Zenlabs research is closely integrated with our Data and Analytics practice, providing a strong foundation for developing AI-powered solutions. Furthermore, these AI solutions are bolstered by Zensar's advanced engineering and integration capabilities. This combined expertise is crucial for successful enterprise-wide AI adoption to create solutions that are innovative, robust, and scalable. Through this collaborative approach, Zensar positions itself as a leader in the generative AI space, offering clients a comprehensive suite of AI-first solutions with real-world implementation capabilities.

The in-depth learning programs from our AI Academy have enabled our engineers and data scientists to develop advanced skills – e.g., in the generative AI space. We have also developed Gen AI assets such as Engineering Buddy, VISCA, Underwriting Assistant, etc. as part of our co-innovation initiatives.

At Zensar, we are at the forefront of evolving Gen AI technology, leveraging our extensive expertise in data and analytics, advanced engineering, and integration capabilities. Our AI solutions are designed to be robust, scalable, and innovative, addressing the complex needs of enterprise-wide AI adoption. Through a strategic blend of technology and collaboration, we not only create AI-first solutions for clients but also implement them with success across various domains.

### Engineering Buddy

With a focus on enhancing development efficiency, our Engineering Buddy utilizes Gen AI to streamline and improve developer workflows across new projects and modernization tasks.

### Underwriting Assistant

Revolutionizing traditional insurance underwriting, this Gen AI-driven platform introduces an adaptive, streamlined process that significantly reduces manual intervention while increasing accuracy and decreasing costs.

### Your data, your LLM

This solution delivers data sovereignty and tailored AI solutions. By enabling clients to deploy Gen AI in a controlled, secure, and efficient manner, we ensure adaptability, scalability, and significant cost savings and operational efficiencies.

### VISCA

VISCA leverages Gen AI to provide an unparalleled image-based search solution, enhancing user experience and operational efficiencies.

### Banking in the metaverse

Our venture into immersive banking through Gen AI showcases our vision for the future of financial services, offering innovative engagement strategies that blend reality with virtual advancements.

### Is your data AI-ready?

Focused on preparing client data ecosystems for Gen AI, this program addresses critical areas such as data governance, quality, and ethics, ensuring organizations are primed to leverage Gen AI effectively and responsibly.

Other assets, such as metaverse banking, blockchain, digital twin for supply chain, and HR have also been developed.





### Intellectual property generation

In the fiscal year, we have significantly revamped our strategy for the generation and protection of intellectual property (IP). Demonstrating a strategic and selective approach, we have made substantial advancements both nationally and internationally in patent and trademark filings. This year, we filed four patents, primarily focusing on the latest trending technologies, including generative AI, signaling our commitment to staying at the forefront of technological innovation. Moreover, we have diligently maintained our trademark portfolio, with over 100 trademark applications filed globally.

### Encouraging ideas

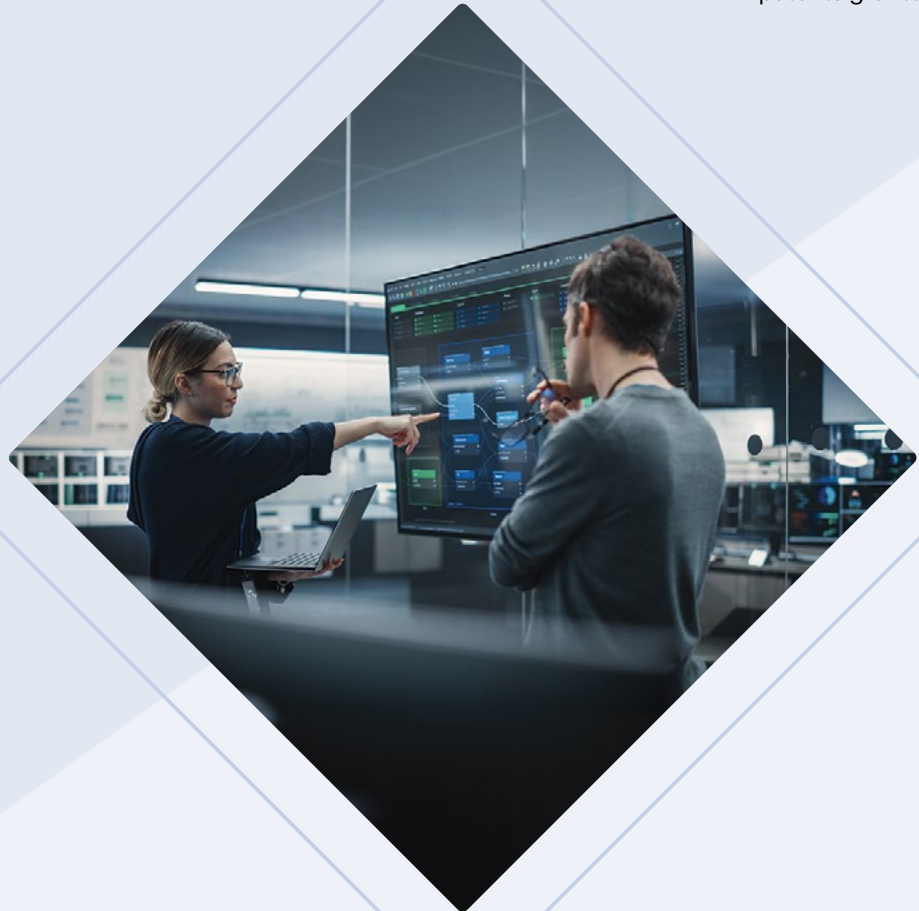
We have introduced a comprehensive framework to incentivise the journey from idea generation to minimum viable product. We have established a system of rewards and recognition to encourage our employees and innovate continuously. By exploring avenues to monetize these innovations, we create a positive reinforcement loop for our innovators. Blockchain-enabled smart contracts, and advanced traffic management systems are some of the notable innovations by our experts.

### Co-innovation tracking

The utilization of a centralized innovation platform enhances our capability to track co-innovation projects effectively. This platform is not just an internal tool but is offered as a service to our clients, customized according to their specific needs. The implementation of our centralized innovation platform aids capturing, evaluating, and prioritizing of new ideas efficiently. This includes exploring automated screening and evaluation processes to accelerate and standardize initial assessments. Adopting an iterative approach to monitor progress helps in mitigating risks of failure while providing tangible progress updates to our clients.

**49**

patents granted till date



### Recognition for innovation

Zensar innovates constantly in all areas and functions, including Technology, Process and Enabling functions. Some of the awards and recognitions are listed below:

Best in Vulnerability Management (IT Services) at the 2nd Annual Quantic India Cybersecurity Excellence Awards	Indigo Slate, a Zensar company, won Gold and Bronze at the Telly Awards 2023 in recognition of the Amazon Alexa YouTube Series	Shortlisted among the Top Case Studies in the NASSCOM Business Process Innovation Showcase 2022	Foolproof, a Zensar company, won CRO Agency of the Year 2022	Zensar and Foolproof received the BIMA Silver Award for Best Digital Transformation
Winner of CFBP Jamnalal Bajaj Award for Fair Business Practices under the Service category of the Year 2022	Platinum winner in Branding Refresh and Marketing Collateral and Gold winner in Marketing Materials	Recognized for Innovative Digital Transformation for Banking and Finance and AI-Powered Innovation (The Vinci) in the Enterprise category	Foolproof, a Zensar company, named one of the #BIMA10 by the British Interactive Media Association for its work with One Shot Immersive	Won multiple awards at the 11th Annual TISS LeapVault CLO Awards
Foolproof, a Zensar company, won the Most Effective Use of AR and VR Award for a Client Project	Winner of 2023 Avasant Digital Masters Award	ISG Star of Excellence 2023 Award Winner	Innovation Awards   Analyst Recognitions for Zenlabs — IRPAC Awards (2023, 2024) — Best Data Scientist 2023	

## Digital transformation

Our digital transformation journey is marked by the introduction of advanced digital tools that streamline the follow-up of action items. With specialized applications to track opportunities, pricing, and resources, we have enhanced collaboration and communication across teams. This digital infrastructure enables us to pinpoint bottlenecks in real time, ensuring that every opportunity is maximized to its fullest potential.

## Automating routine tasks for greater efficiency

By automating routine tasks, we have liberated our talent to focus on high-value activities, optimizing our resource allocation, utilization, and deployment. Our efforts include developing a digital twin model that aids in precise resource allocation and meeting client demands with unprecedented accuracy.

## Multicloud strategy

We have migrated our HR and finance systems from Oracle EBS to Oracle SaaS Fusion.

This year, we are set to transform our recruitment platform and launch a new payroll system, amongst other system upgrades, to further streamline our operations and enhance our service delivery.

## Enhancing risk management

Our digital initiatives provide valuable insights into company performance, from opportunities to revenue, enhancing our decision-making processes. Moreover, these advancements have bolstered our risk management capabilities, ensuring that we stay ahead of potential challenges in a rapidly evolving market.

## Centralizing knowledge

Zen Velocity Vault is our central knowledge repository secured by a robust permission matrix. Designed with a user-friendly search interface, it enables effortless access to a wealth of resources, from case studies to marketing materials.

## AI-driven efficiencies

We have invested in an AI-driven chatbot that leverages artificial intelligence to drive cross-functional efficiencies. Furthermore, we have a crowd-sourced approach to developing digital applications for deal qualification and client visit automation. These initiatives are expected to significantly reduce effort across pre-sales and enhance organizational efficiency by streamlining access to information.

## Information security framework

Our commitment to ensuring the robustness of our information security infrastructure has led us to implement a series of comprehensive initiatives, aiming to fortify our defenses against myriad cyber threats facing global enterprises today.

### Proactive security measures

Our strategy encompasses more than the enforcement of stringent security policies; it involves the deployment of advanced technological defenses and proactive threat mitigation tactics. Recognizing the importance of foundational security practices, we have enhanced protocols to monitor and prevent the use of vulnerable passwords, alongside the launch of educational campaigns to cultivate a culture of security among our employees. We have also enabled multifactor authentication while accessing enterprise resources.

### Advanced security solutions

The transition to a next-generation Security Information and Event Management (SIEM) solution, supplemented by Security Orchestration, Automation and Response (SOAR) with User and Entity Behavior Analytics (UEBA), represents a leap forward in our capability to detect and respond to security incidents. Our Asset Surface Management solution ensures continuous vigilance over critical assets, while our initiative to index and counteract phishing threats demonstrates our proactive stance against emerging cyber risks.

### Comprehensive technological safeguards

Our information security framework incorporates a suite of state-of-the-art technologies, including:

- Next-generation firewalls with Intrusion Prevention Systems (IPS)
- Data encryption methodologies
- Identity and Access Management (IAM) systems
- Advanced Antivirus and Endpoint Detection and Response (EDR) solutions
- Security Web Gateways
- Cloud Access Security Brokers (CASB)
- Data Loss Prevention (DLP) tools

These technologies form the backbone of our defense mechanism, ensuring a robust security posture across all operational facets.

### Incident response strategies

Our cybersecurity tactics are continuously refined to counter new and emerging threats. This includes the integration of paid threat intelligence feeds with our security solutions, an amplified focus on employee training, and the employment of advanced AI and machine learning tools for threat detection.

**Our approach to incident response and recovery aligns with the NIST cybersecurity framework and the latest version of ISO 27001:2022 standard, encompassing stages from preparation to learning from experiences, ensuring a comprehensive and effective response mechanism.**

### Layered security

We implement security measures at every layer to safeguard sensitive data and systems. This includes, but is not limited to, identity and access management, encryption of data in transit and at rest, backup and disaster recovery strategies, and regular updates to software and hardware.



# Natural Capital

As a responsible organization, we realize the importance of preserving our natural resources and improving our efforts to promote sustainability. It encourages us to conserve energy, consciously limit water usage, ensure waste treatment, and transition toward renewable energy to minimize emissions across our facilities. At the same time, it promotes a culture of eco-consciousness across the organization, reflected in the initiatives undertaken by our people to protect the planet.



## SDGs



## Key performance indicators

**31.5%**

Share of renewable energy

**30,221KL**

Water harvested

**8,567KL**

Water treated through STP

**50%**

Green coverage in Pune campus

## Short/medium-term priorities

- Accelerate the projects which will help in increase of green energy share to 50%.
- Achieve a single-use plastic-free (SUP) status across all operations, in line with sustainability targets set for FY25

## Long-term priorities

- Pursue green building certifications for existing infrastructure within the next three to five years to bolster environmental credentials
- Invest in the implementation of a sustainable waste and water management system

During the fiscal year, we fortified our sustainability commitment by significantly increasing the share of renewable energy in our overall energy mix from 18% in FY22-23 to 31.5% in FY23-24. Our ongoing initiatives to ensure water positivity and reduce waste through improved recycling efforts underline our commitment to responsible resource management. Additionally, we continue to make our suppliers and subcontractors aware of our environmental protocols and encourage them to work in adherence to our standard operating procedures.

## SBTi

Zensar has declared its commitment to the Science-Based Targets initiative (SBTi), focusing on thorough inventory and decarbonisation strategies. We will be submitting our renewed long-term, short-term, and net zero targets to SBTi for validation in the near future. Engaging closely with our suppliers is critical to achieving our targets, ensuring that every step we take aligns with our environmental objectives. We believe that coordinated action is essential for driving meaningful progress across the supply chain.

## Sustainability ratings

**ecovadis**

1

### Ecovadis

Zensar achieved a bronze medal in the EcoVadis FY 2022-23 assessment, and was part of top 50% of companies who were rated in that year across industries. Our score improved significantly, rising from 42 in FY 2021-22 to 52 in FY 2022-23.



**S&P Global**

2

### Corporate Sustainability Assessment by S&P Global

In the S&P Global CSA Assessment, Zensar is in the 84th percentile, having achieved a global ESG score of 49 in the FY 2022-23 assessment. This marks a significant improvement from a score of 24 in FY 2021-22.

**SUSTAINALYTICS**

3

### Sustainalytics

In ESG Risk Ratings, Sustainalytics has scored Zensar as a Low-Risk company with a score of 17.3





### Nurturing biodiversity

Committed to the World Economic Forum’s Trillion Trees initiative, which aims to conserve, restore, and grow one trillion trees by 2030 for people, biodiversity, and the planet, the RPG Group has pledged to plant one million trees within this timeframe. In support of this ecological drive, Zensar has made a significant stride by planting 25,000 trees in Ramtek Tehsil, Nagpur, this financial year, contributing to the acceleration of nature-based solutions and global reforestation efforts.

As part of commitment to the “World Economic Forum’s Trillion Trees initiative by 2030”, Zensar planted **25,000 Trees** in Ramtek Tehsil, Nagpur.



Green belt development of **25,000 sq ft** at our campus

- 45**  
Conocarpus saplings
- 34**  
Sterculia foetida
- 1,400**  
Golden duranta
- 20**  
Bitti plants

### 3 Tree plantation drives in FY24

**1** Tree plantation drive at Pune and Bangalore on World Nature Conservation Day

**30** Ixora shrubs planted in Bangalore

**50** Song of India trees planted in Pune campus



**2** Tree plantation drive at Udaan Biodiversity Park

**756** Saplings of 41 species planted



**3** Tree plantation drive at Pune Forest Harantale Lohagoan

**3,431** Trees planted as per the Miyawaki method

**17** Types of trees planted



### Green building certification

We have taken significant strides toward minimizing our environmental impact, integrating sustainable practices across our infrastructure. All new office sites are recognized with the IGBC Green Interior Platinum Rating, highlighting our commitment to energy-efficient architectural designs.

Our efforts are not limited to new offices; upgrades to existing facilities are also aligned with stringent environmental standards. Our proactive approach has also translated into the implementation of energy-efficient IT infrastructure. Besides, we have reduced energy consumption by 4% at all India locations through improved building envelopes, optimized lighting, and air conditioning systems.

Notably, our Cessna and EON-II facilities have already earned an IGBC Platinum Green Interiors certification, and plans are underway to add another similarly certified office by next year.

### Environmental Management System

Our commitment to environmental stewardship is exemplified through our Environmental Management System (EMS), which adheres to stringent ISO 14001:2015 standards across all India offices. We conduct systematic internal inspections at regular intervals to assess the environmental impact of our operations as well as external audits.

To ensure transparency and accountability, we publish a quarterly environment dashboard for senior management and the sustainability committee at the Board level that showcases our performance against established targets.

### Promoting energy conservation

We have implemented significant energy conservation measures and developed a systematic approach to prioritize our focus areas.

- Identifying the top three highest energy-consuming assets across all loads
- Determining if specific equipment, infrastructure, building, or floor is being used exclusively
- Noting any changes or increases in the occupancy of a floor or building
- Assessing the top three energy-consuming pieces of infrastructure or equipment from existing inventory

Through this strategic approach, we established a baseline and set targets to reduce energy consumption. An in-depth study has been carried out for the higher energy consumption assets, and appropriate actions were implemented to get optimum use and ensure the conservation of energy without affecting the required output. Inefficient assets are being replaced, upgraded, and retrofitted with more energy-efficient alternative equipment. Continuous monitoring, regular evaluations, and proactive actions have significantly contributed to our energy-saving efforts. Additionally, we optimized seat allocations, ensuring that areas with 50% occupancy remained operational, and relocated employees from less occupied areas.

### Energy Performance Index (EPI) (All India locations)

Years	Energy units kWh	Sq m	EPI	% reduction from FY19
2021-22	49,92,400	65,134	76.6	55.2%
2022-23	59,03,748	64,093	92.1	46.2%
2023-24	54,27,846	64,429	84.2	51.0%

### Energy Consumption goal

Sustain **50%** reduction in Energy Performance Index by FY30 compared to FY19 for India locations





### Optimizing energy consumption

To conserve energy, we have facilitated the development of IGBC-certified green offices, prioritized energy-efficient equipment, and opted for 100% LED lights and precise control of air conditioning operations, that significantly minimize our ecological footprint.

### Energy-efficient data centers

Our efforts to enhance data center efficiency have resulted in significant power consumption reduction. By implementation of virtualisation technologies, implementation of hot/cold aisles, and upgradation of IT hardware, we have enhanced the efficiency of our data centers. It has also resulted in considerable power savings. Our operational infrastructure has also been optimized to enhance energy efficiency. Besides, to save energy, we have implemented policies to ensure optimum usage of laptops and monitors during idle periods.

**The hardware used by our facilities complies with environmental standards set by Energy Star, Energy-related Products (ErP) Lot 3, Registration, Evaluation, Authorization and Restriction of Chemicals (REACH) and Restriction of Hazardous Substances (RoHS).**

### Use of energy-efficient equipment

Our commitment to sustainability is evident across our global operations, with a major focus on optimizing energy usage. Notably, the Pune campus accounts for 57% of Zensar's total energy footprint, with additional contributions of 27% from other leased offices in India and 16% from overseas facilities. We will continue to focus on a range of energy conservation measures, including retrofits, infrastructure upgrades, automation, and stringent operational controls aimed at reducing energy consumption across our facilities.

# 4%

Reduction in energy consumption resulting from energy conservation efforts across all India locations

#### Some of the energy-efficiency initiatives undertaken at the Pune campus:

#### Chiller system integration

The Fuji and Rockies buildings at the Pune campus had independent HVAC chiller systems, requiring operation of both chillers due to customer-specific network needs, leading to high energy use.

**Upgrades implemented**

By integrating the chilled water pipelines between the two buildings and operating a single chiller from the Fuji building, the initiative now supports the cooling requirements of both buildings with the flexibility for independent operation when necessary, resulting in an estimated annual saving of 75,000 kWh.

#### Air handling units retrofit

Air handling units, particularly AC fans, consume significant amount of energy in commercial buildings, accounting for 50% of HVAC energy usage.

**Upgrades implemented**

The transition to electronically commutated (EC) fans from conventional fans achieved more than 57% energy savings, reducing annual energy consumption by 9,361 kWh.

#### Energy-efficient water pump systems

The existing water pumps were outdated and inefficient, designed for past operational requirements.

**Upgrades implemented**

Redesigning and replacing these with modern, energy-efficient pumps tailored to current needs resulted in an annual energy savings of 20,142 kWh.

#### Sensor controls in HVAC units

The VRV-based HVAC systems used at Zensar had multi-split and cassette units running continuously, often without occupancy, leading to unnecessary energy consumption.

**Upgrades implemented**

Integrating these units with occupancy and motion sensors to automatically turn off when not in use has saved 10%-20% of the energy typically consumed by these systems.

#### Replacement of air-conditioning systems

Different areas within the campus had varied cooling requirements, with some old AC systems being inefficient and oversized.

**Upgrades implemented**

By replacing and isolating specific zones, particularly isolating the

UPS and panel room, the initiative resulted in cooling efficiency and in some cases, resulted in the use of optimally sized AC units. These efforts saved a total of 17,832 kWh energy annually.

#### Adapting air-conditioning strategies

The shift to hybrid working models affected daily office occupancy, making continuous operation of central air conditioning systems inefficient.

**Upgrades implemented**

Adaptive use of independent AC units in key areas reduced reliance on central systems, achieving savings of 7,434 kWh annually.

#### Optimizing UPS systems

With a reduced need for large UPS systems due to the adoption of laptops with built-in batteries and consolidation of office spaces, existing UPS systems were oversized and inefficient.

**Upgrades implemented**

Removal of unnecessary UPS capacity and the shift to stabilized raw power for workstations saved additional power consumption, contributing to overall energy efficiency.

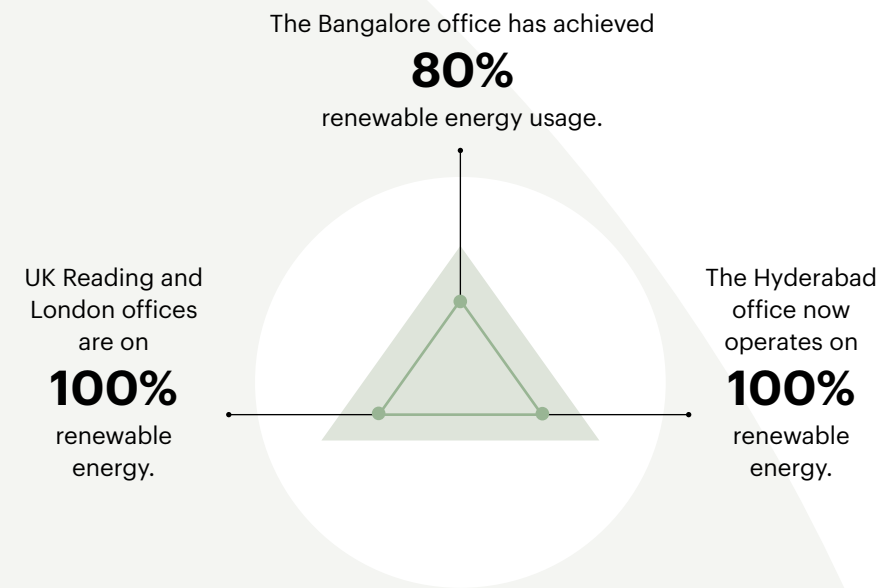
### Use of renewable energy

Our renewable energy initiatives have achieved notable progress, particularly in reducing reliance on fossil fuels and promoting green energy solutions. At our Pune campus, a rooftop solar plant with a capacity of 350 kWp is now fulfilling approximately 16% of our total power needs. Additionally, the use of solar water heaters for vessel cleaning has drastically reduced the energy required for heating water.

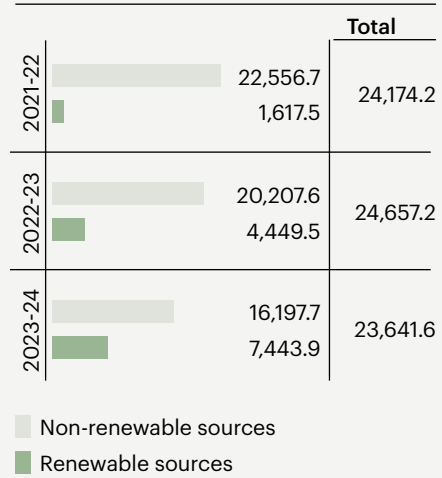
Our investment in renewable energy sources, such as rooftop solar power, green energy procurement, and solar water heaters, continues to expand. In FY24, the contribution of renewable energy reached 31.5% across our offices. Furthermore, the integration of 70% of CNG cabs into our fleet has substantially cut down our fuel requirements.

**The renewable energy footprint at our Pune campus increased to 30.6% in FY24 from 12.5% in FY23. Similarly, the annual average renewable energy share at our leased premises, EON, Pune, grew from 19.5% in FY23 to 44.6% in FY24.**

**Significant strides have also been made in our regional offices:**



### Sources of energy (GJ)



To further our commitment, we have also begun sourcing 75% of our energy needs through green energy from our local distribution company, MSEDCL, for our Pune campus. With recent changes in regulatory requirements, we are planning to enhance our energy procurement strategies by accessing renewable energy through open access.

### Encouraging recycling

Anchored in our commitment to sustainability, we implement the 3-R philosophy of Reduce, Reuse, and Recycle across all our operations. This holistic approach enables us to manage waste responsibly and significantly minimize our environmental imprint.

As part of our broader waste reduction strategy, we have introduced an Organic Waste Converter (OWC) at our Pune owned facilities. It recycles waste generated from our offices and converts it into compost for agricultural use. By doing so, we not only reduce the volume of waste sent to landfills but also contribute to the regeneration of soil health, closing the loop on our ecological footprint.

#### How does OWC work?

The OWC system, installed in a 650 sq ft area within the green belt, has the capacity to process 500 kg of biodegradable waste daily. This system first shreds the waste, then mixes it in the composter, and finally cures it on racks, significantly reducing the composting process from the traditional 130-150 days to just 20 days.

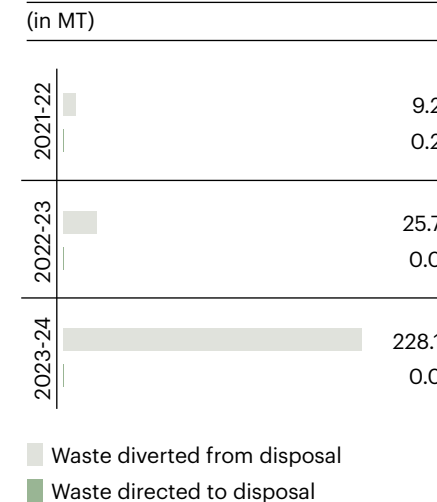
#### What was the outcome?

- No biodegradable waste disposed of outside the campus.
- Monthly production of 200 kg of compost, achieved even at 25% maximum occupancy.
- Streamlined waste management processes through the initiative.
- Efficient use of space, with only 650 sq ft utilized versus the typical 1900 sq ft required.

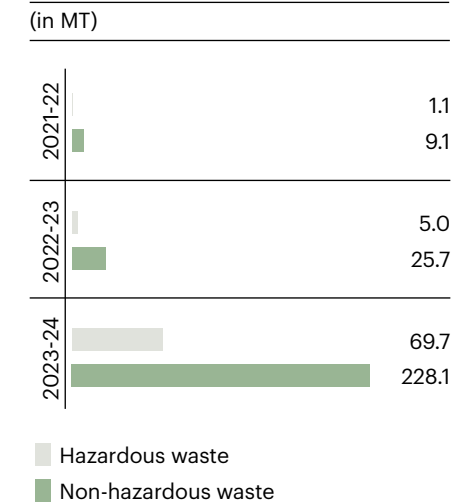
#### Waste management goal

Sustain **zero** waste to landfills status for owned premises year-on-year

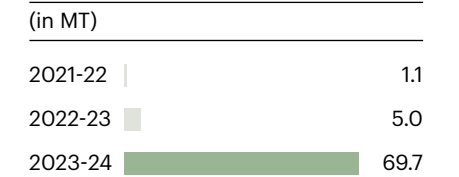
#### Non-hazardous waste disposal



#### Total waste generated



#### Hazardous waste diverted from disposal





### E-waste handling

Electronic waste poses a unique challenge to the environment. As a result, we remain mindful of its proper disposal and handling. We have taken decisive steps by diverting over 1,133 end-user assets to government-authorized e-waste vendors for their safe disposal. Through these efforts, the recovery of valuable materials that can be repurposed takes place, thereby reducing the demand for new raw materials and lessening our environmental impact.

# 100%

Hazardous and Non-hazardous waste diverted from disposal

### Air quality and emissions

We are diligently monitoring our carbon footprint. Our global offices, with seating capacity exceeding 10 seats, are integral to this initiative.

Our approach categorizes greenhouse gas (GHG) emissions into three scopes.

<p><b>Scope 1</b> includes direct GHG emissions from sources that we own or control, such as diesel generators and company vehicles.</p>	<p><b>Scope 2</b> accounts for indirect GHG emissions from the consumption of purchased electricity.</p>	<p><b>Scope 3</b> encompasses all other indirect emissions that occur within our value chain, including both upstream and downstream activities.</p>
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### GHG emissions as a result of our operations\*

Scope of GHG emissions

Year	Scope 1 (tCO2e)	Scope 2 (tCO2e)	Total emission (Scope 1 and 2) (tCO2e)	GHG emission intensity (Scope 1 and 2) (tCO2e/Employee)	Scope 3(tCO2e)
2021-22	26.3	4,193.5	4,219.8	0.3	816.3**
2022-23	341.0	3,399.5	3,740.6	0.3	7,807.8
2023-24	487.0	2,459.0	2,946.0	0.3	7,758.6

\* We engaged with a third party to validate GHG inventory for our SBTi commitment which led to some key updates including:

- Revised calculation factor affecting Scope 2 emissions
- Expanded data inclusion for stationary combustion in Scope 1
- Extending coverage beyond business travel and employee commute to all relevant IT industry parameters, expecting a substantial rise in Scope 3 emissions.

Due to these updates, the SBTi baseline year was shifted from FY19 to FY23.

\*\*This calculation includes only 2 categories of Scope 3 that is Business Travel and Employee commute

We prioritize air quality monitoring as a critical measure for enhancing air quality, safeguarding community health, and adhering to environmental regulations. We collaborate exclusively with vendors accredited by the National Accreditation Board for Testing and Calibration Laboratories (NABL) in accordance with ISO 17025:2017 standards for indoor air quality

monitoring systems across all our offices. They track carbon dioxide, carbon monoxide, humidity, particulate matter, temperature, and volatile organic compounds in the air. The results are reviewed by experts to ensure they remain within predefined limits. Additionally, regular ambient air quality monitoring and diesel generator stack monitoring are conducted at

our facilities to ensure compliance with environmental standards.

Furthermore, at our Pune campus, we have planted 646 trees and achieved nearly 50% green coverage to improve the air quality. This initiative is mirrored in our other leased premises as well, which also feature an extensive green cover.

### Encouraging water stewardship

We operate in diverse regions, each with its own set of water-related challenges, which makes effective water management not only a priority but a necessity for us. To address these challenges, we have implemented several targeted water conservation measures.

Our efforts are underpinned by the installation of sensor-based taps, which help control water waste significantly. These advanced fixtures reduce water usage by approximately 50% compared to traditional taps, owing to integrated aerators that also help manage flow rates efficiently.

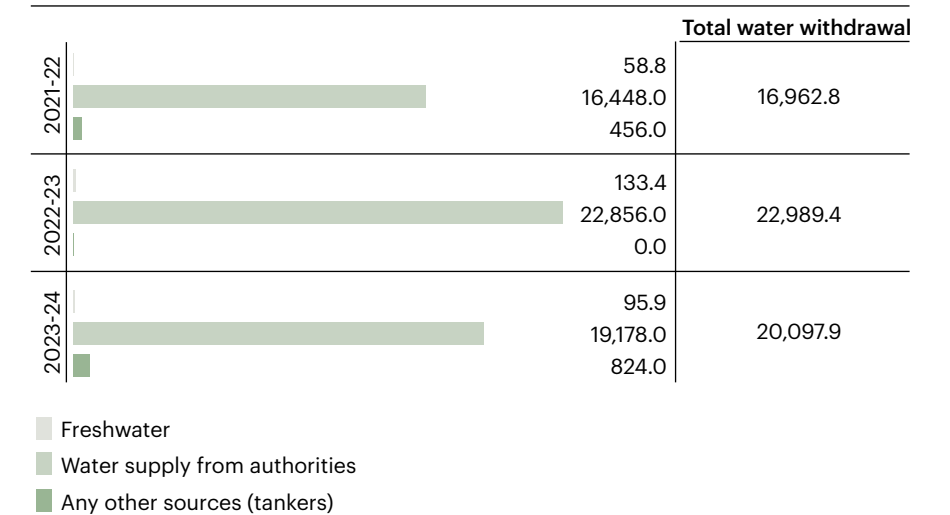
Our proactive approach extends to our ground operations as well, where we have introduced drip and sprinkler irrigation systems for landscaping. These systems are designed to achieve up to 30% water savings over traditional watering methods. Furthermore, we have constructed groundwater recharge pits as part of our commitment to replenish the water we draw.

**Our integrated water management efforts at Pune campus have yielded positive results. Our water credit-to-debit ratio stands at 1.5, making us water positive.**

### Monitoring water consumption

We have initiated a comprehensive water management strategy that includes the installation of 28 advanced meters across our facilities. We have introduced flow rate controls and a level-based sensor system in water taps and overhead tanks, preventing overflow and water conservation. These meters are crucial for monitoring consumption patterns during different times of the day—distinguishing between working and non-working hours—and identifying areas where water wastage can be minimized. The next phase of this initiative will involve connecting these meters to an IoT-based system for enhanced real-time monitoring and performance assessment.

### Water withdrawal by source\* (in kiloliters)



\*This data is for India offices.

### Water conservation awareness

To ensure the effectiveness of these initiatives, we have established a dedicated team responsible for overseeing our water management practices. This team follows industry best practices, and through continuous training, we strive to enhance their capability to drive our water conservation efforts. Across our facilities, digital displays and posters have been aligned to promote water conservation among our people.

### Water harvesting

We have constructed a rainwater harvesting structure to capture and reuse rainwater. In FY23-24, our campus achieved a water harvesting potential of 30,221 KL per annum, surpassing our freshwater consumption of 20,002 KL with a water credit to debit ratio calculated as 1.5.

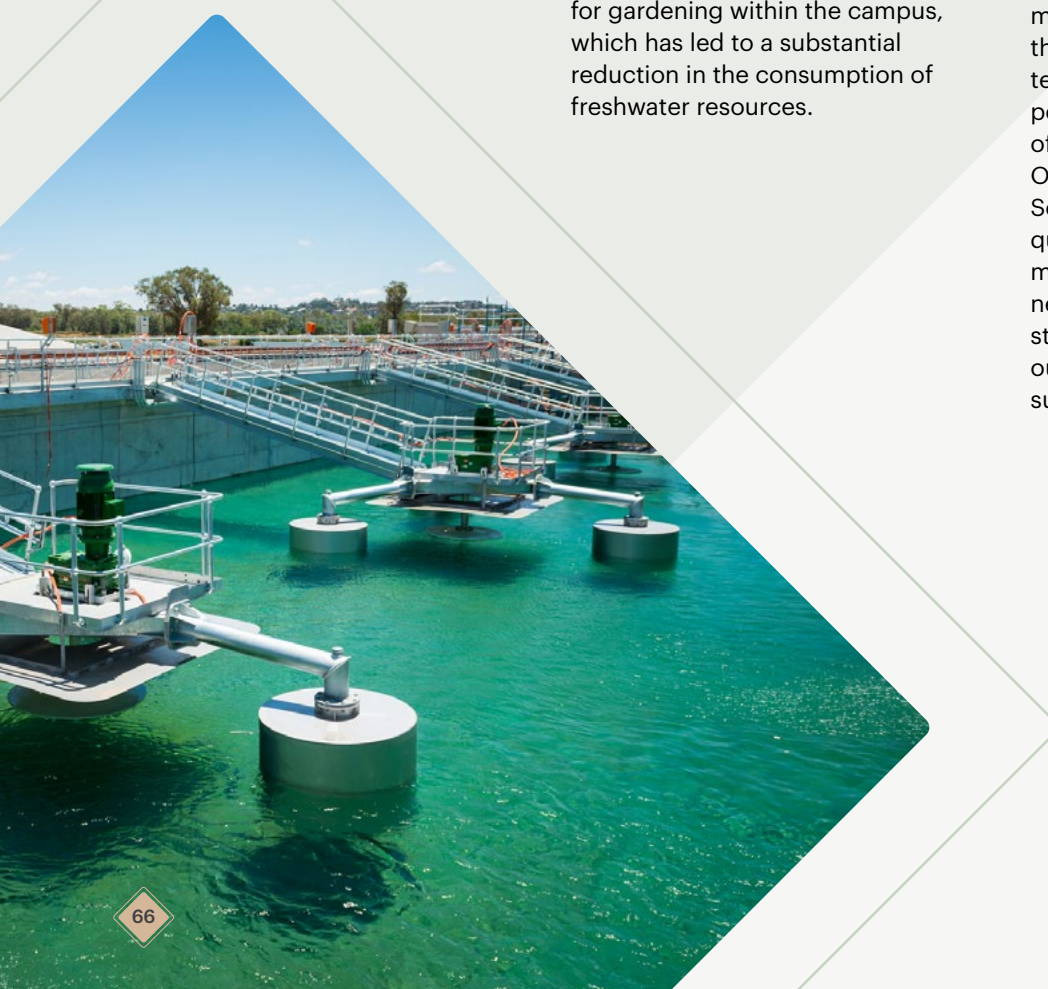
This accomplishment has enabled the Pune campus to be recognized as “water positive” for FY23-24, demonstrating our dedication to improving regional water security.



### Wastewater treatment

Within our Pune campus, a forward-thinking approach toward sustainability has led to the implementation of a zero-wastewater discharge facility. This initiative is part of our broader commitment to enhance water efficiency and reduce dependence on freshwater sources. In the fiscal year, our sewage treatment plant (STP) underwent significant upgrades, to ensure maximum water recycling. This plant, with a capacity of 150 KLD, effectively manages sewage from various buildings.

During the hybrid working model, the average treated water output from the STP is calculated at approximately 55 KLD. Regular water quality assessments are conducted to monitor and ensure the safety and effectiveness of the treatment process. The high-quality treated water is then utilized for gardening within the campus, which has led to a substantial reduction in the consumption of freshwater resources.



### Addressing water-related impact

Sustainable water supply and resource management are fundamentally linked to engaging stakeholders effectively in decision-making processes. In alignment with our commitment to responsible water stewardship, we conduct regular consultations with local water supply entities. These discussions are pivotal for advancing water distribution enhancements through the renewal of aging infrastructure. Additionally, water intake restrictions are implemented during non-operational days and holidays, optimizing water conservation and financial savings while fostering stronger relations between governance structures and stakeholders.

The Civil and Infrastructure Management team holds the overarching responsibility for water management operations, while the Environmental Management team evaluates their strategy and performance at regular intervals, offering strategic recommendations. Our ESG Council, alongside the Senior Management team, conducts quarterly reviews of our water management status, providing necessary budget approvals and strategic directions in support of our overarching environmental and sustainability goals.

### Spreading sustainability awareness

We also empower our employees to act as sustainability champions, fostering engagement and raising awareness about the importance of environmental conservation, energy management, and upholding sustainable practices within the workplace. Furthermore, our dedication extends beyond operational boundaries to include biodiversity conservation and enhancing our impact on the community through landscaping initiatives.

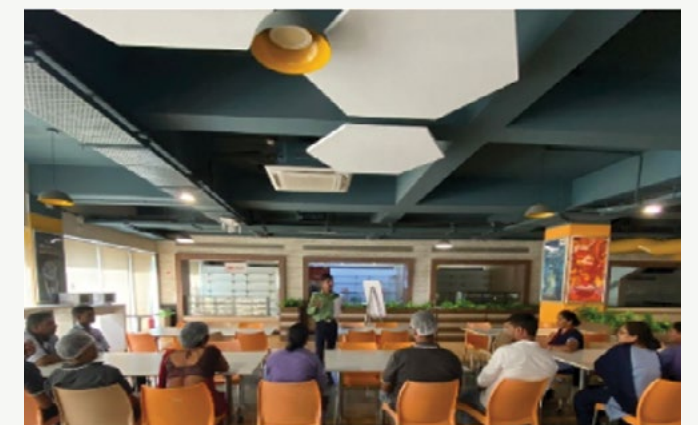
#### Some of the awareness drives conducted:



National Energy Conservation Day



World Earth Day



World Food Safety Day

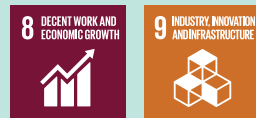


# Manufactured Capital

At Zensar, we leverage our infrastructure to enhance our capabilities and assist our clients in elevating their digital experiences. By expanding green spaces, nurturing local biodiversity, and repurposing assets, we not only enrich our campus facilities but also achieve cost efficiency and reduce carbon emissions. These efforts ensure that our infrastructure is not just optimized for current needs but is also robust and adaptable for future challenges.



## SDGs



## Key performance indicators

**8**

Delivery centers

**3**

Innovation centers  
(Pune, Bangalore, Hyderabad)

**3**

Data centers

### Locations across

**5**

States in India

**16**

Countries

**3**

Satellite offices

## Short/medium-term priorities

- Enhance infrastructure efficiency through smart technologies and retrofit existing structures to promote energy conservation
- Optimize office space utilization to create an agile environment that supports collaboration and innovation

## Long-term priorities

- Attain ISO certifications for global locations, emphasizing our commitment to international standards of operational excellence
- Invest in infrastructure retrofits and renewable energy upgrades to future-proof our facilities against evolving environmental mandates

## Enhancing our workspaces

Our uniquely designed workspaces prioritize employee health and well-being while prioritizing environmental balance. Our Pune campus and our leased facilities worldwide maintain a work environment that is conducive to the well-being of our people. We regularly revamp our spaces to incorporate cutting-edge technologies and the latest trends to create a work environment that promotes high performance.



## Introducing new satellite offices

In recent years, we have opened three satellite offices in Bangalore, Kolkata, and Chennai, responding directly to our employees' needs. The decision to establish these offices followed a detailed survey that gathered employee insights on preferred locations. The goal was to centralize our workspaces to reduce commute times, maximize convenience with local transportation, and support a more accessible and flexible hybrid work model. These satellite offices are designed to boost engagement and offer greater access, facilitating flexible work arrangements, and enabling high-caliber work while also being cost-effective in terms of both setup and maintenance.

The offices are designed by incorporating best-in-class industry standards, which have taken care of ergonomics, sufficient daylight, indoor air quality, and agile spaces. We have also incorporated natural elements, such as plants, into the work environment, which have a positive effect on employee experience. We emphasize striking

a balance between having secluded spaces for concentrated work and open areas that encourage collaboration and camaraderie.

## Employee-centric design

We have infused our workspaces with renewed vitality, transforming facilities to reflect contemporary trends and technological advancements. Our revamped halls, boardrooms, conference areas, and learning centers now have an uplifting color scheme in our facilities, which is complemented by an abundance of natural light across all our locations. This measure promotes attentiveness while also elevating the mood and productivity of employees.

The Pune campus has undergone a transformation, enhancing its landscape and green spaces to forge a stronger connection with nature for our employees. Now, they can spend their breaks in specially designed areas, immersing themselves in the campus's serenity.

A 1.2-kilometer walking track has been created for our employees to enjoy during breaks and lunchtime, which creates a channel for informal discussions to keep them physically fit and healthy. This promotes a healthy work-life balance, thereby uplifting their mental well-being.

**1.2 km**

walking track





### Key developments

We renovated four work halls in our Pune campus, focusing on ergonomic improvements to ensure employee comfort and productivity. Additionally, our boardrooms were renovated with the deployment of advanced technologies, such as automation, video conferencing facilities, and contemporary display units.

Further, as part of our office infrastructure renovations, we revamped washrooms and open areas. These initiatives aimed to not only enhance the aesthetic appeal of these spaces but also improve functionality for employees and visitors alike.



Medicinal plantation



Green belt area of  
**25,000 sq ft**

## Developing infrastructure

### Retrofit of work halls

- We executed a major infrastructure project by retrofitting four work halls at the Alps building.
- We aimed to modernize and elevate our infrastructure to meet the latest standards, harnessing previously underutilized areas. This has resulted in an increase in seating capacity and the optimal use of space after consolidation.

#### Outcome

- This initiative has not only enhanced the overall appearance and functionality of our offices but has also increased seating capacity by 25% compared to the previous layout, all while maintaining health and safety standards.

### Creation of state-of-the-art boardrooms

- We developed best-in-class boardrooms equipped with cutting-edge infrastructure and automation capabilities.

#### Outcome

- These boardrooms are designed to increase the seating capacity and have provided an ideal environment for meetings and presentations.

### Upgradation of video conferencing systems

- Our investments in upgrading video conferencing systems revolutionized communication practices.

#### Outcome

- This upgrade has enabled seamless interaction with customers and onsite teams. It has also helped us conduct town halls and virtual training sessions, reducing the need for unnecessary travel and enhancing overall communication efficiency.

### Green belt development

- We made dedicated efforts to develop a green belt area of **25,000 sq ft**.

#### Outcome

- This initiative has not only beautified our campus but has also contributed to environmental sustainability and employee well-being.

## Navigating the hybrid work environment

We have a hybrid work model, which provides our personnel with the flexibility of working in the office or remotely. We are equipping employees with the knowledge and best practices to thrive in a hybrid work environment. This includes suggestions on effective communication, time management, and utilizing technology for collaboration.

### Initiatives



#### Enabling scalability

We leverage a combination of AWS and Azure services for our test and development environments, and our entire ERP system has been migrated to Oracle Cloud Fusion. This strategy has enabled us to strike the perfect balance between flexibility, scalability, and cost-effectiveness by using both public and private cloud services.



#### Enhanced security

In terms of security, we have made significant strides to strengthen the protection of our hybrid work model. We have implemented various security measures, such as CASB (Cloud Access Security Broker), DLP (Data Loss Prevention), MFA (Multi-Factor Authentication), SSO (Single Sign-On), EDR (Endpoint Detection and Response), endpoint admin access management, and MDM (Mobile Device Management) tools. These measures are aimed at improving our security footprint and safeguarding our infrastructure and data from unauthorized access and potential threats when employees are working remotely.



#### Adopting technology solutions

We have adopted several tools to ensure seamless connectivity, collaboration, and protection against malicious threats for our remote employees. Besides, we have enabled MS Teams Chat, OneDrive, Cisco VPN AnyConnect, and a Forcepoint proxy to facilitate smooth communication and file sharing while safeguarding users from potential security risks.

## Technology-enabled workplace

We focus on leveraging advanced technologies through a holistic approach that integrates into our workplace infrastructure. By incorporating technology into every aspect of our operations, we achieve robust and streamlined security across all our facilities and operations.

### Workflow automation

We have implemented automation solutions to streamline repetitive tasks across various back-office functions such as HR, finance, and service desk operations. This has significantly improved efficiency and accuracy by reducing manual intervention and minimizing the potential for human error.

### Real-time data analysis and visualization

We are utilizing Power BI to swiftly analyze data and facilitate data-driven decision-making. This tool enables project teams and business-enabling functions to extract actionable insights from complex data sets, empowering us to make informed decisions.



















## Strengthening security

To ensure that our client data remains safe with us, we have invested substantially in security solutions. Additionally, we are upgrading our network infrastructure to enhance network uptime and availability, further strengthening our commitment to data protection and reliability.

We are currently implementing SD-WAN technology to optimize our network links, ensuring efficient data transmission and connectivity. Simultaneously, we are in the process of upgrading our Wi-Fi infrastructure to provide our users with seamless connectivity and an improved end-user experience.



### The steps followed in order to shield data from cyber threats are:

- |  |  |
|--|--|
|  Implement strict security policies and conduct regular security audits                                       |  Educate employees about cybersecurity best practices as well as how to identify and respond to phishing emails and other attempts to steal their network credentials |
|  Invest in robust security software and hardware solutions  |  Collaborate with cybersecurity   |
|  Implement firewalls and conduct penetration testing   |  Monitor network traffic and implement virtual private networks (VPNs)   |
|  Use strong encryption technologies like AES-256 and encrypt sensitive data at rest and during transmission |  Configure database access controls carefully and secure all access pathways  |
|  Apply data masking to hide sensitive information in logs and user interfaces                               |  Regularly update and patch network devices to address known vulnerabilities  |
|  Implement security information and event management (SIEM) systems   |  Conduct periodic compliance assessments and establish data breach notification processes   |
|  Use strong passwords while implementing multifactor authentication   |  Use a risk-based approach to cybersecurity that proactively identifies and manages vulnerabilities   |

## Building inclusive workspaces

We are committed to promoting accessibility and inclusivity across all our offices, including our SEZ locations in Hyderabad, Bengaluru, and Pune, as well as our onsite locations in the US, UK, and South Africa. In line with this commitment, we ensure that our facilities comply with accessibility guidelines to accommodate individuals with diverse needs.

### The accessibility features in our facilities include-

- Installation of ramps and handrails, along with the provision of wheelchairs for mobility assistance
- Dedicated parking spaces for both four-wheelers and two-wheelers to facilitate easy access
- Comfortable workspaces on the ground floor for individuals with mobility challenges
- Elevators equipped with Braille signage features to assist visually impaired individuals
- Washrooms designed specifically for persons with disabilities, ensuring their comfort and convenience
- Priority evacuation protocols during emergencies to ensure the safety of all employees
- In-person support upon request for persons with disabilities
- Provision of healing rooms and doctors' rooms to cater to the healthcare needs of employees

### We aim to extend assistance to persons with disabilities on the International Day of Persons by

- |   |  |
|---|--|
| Hosting awareness sessions involving persons with disabilities hired in South Africa, providing them with a platform to share their experiences and insights. | Conducting awareness sessions on tax-saving options for the India region, highlighting accessibility considerations for individuals with disabilities. |
|---|--|

## Transforming workspaces for employee well-being

We recognize that the design of our workplace plays a crucial role in promoting the happiness and well-being of our employees. We have crafted engaging environment graphic designs that foster a sense of positivity and congeniality.

In all our new office designs and renovations undertaken this year, we have made sure that our employees have access to several facilities in various zones tailored to their needs.

- |  |  |
|--|--|
| — Quiet areas for focused work   | — Separate phone booths for private conversations                                      |
| — Collaborative spaces for teamwork  | — Shared tables and breakout areas for informal meetings                               |
| — Relaxation zones and wellness rooms for stress relief  | — Conference rooms equipped with video conferencing systems for seamless communication |
| — Amenities, such as USB charging ports, recreation areas, and lounges for added convenience and comfort         |  |
| — Well-equipped pantries and multi-cuisine cafeterias with multiple food options to cater to diverse preferences |  |



Informal seating

### Screening new offices and upgrading the existing ones

We prioritize due diligence and compliance when evaluating newly leased premises for our operations. Our comprehensive checklist covers vital parameters such as building compliance and environmental considerations to ensure that the premises adhere to our quality standards.

#### Our checklist includes these factors:

- Certification such as LEED or IGBC for green buildings
- Proximity to public transport for the convenience of our employees
- Availability of power backup systems to minimize disruptions
- Infrastructure quality, including facilities like cafeterias, and safety and security measures
- Water and waste management practices to promote sustainability

Our infrastructure team conducts physical visits to assess both technical and non-technical aspects of potential premises before finalizing any lease agreements.

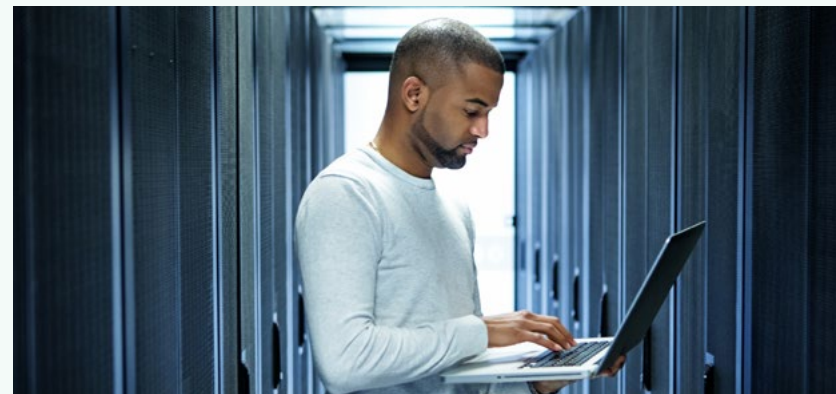
Further, in renovation projects where existing infrastructure is being upgraded, we prioritize energy conservation, ergonomics, and the health and safety of our employees. These aspects remain our top priorities throughout the renovation process, ensuring that our workplace is conducive to employee productivity and well-being.

### Advantages of BCMS applications

Following the implementation of BCMS (Business Continuity Management System) applications, we have made significant progress in our business continuity objectives. Previously, we focused on testing the readiness of systems to host new applications. Now, we have set targets to undertake testing at various levels, ensuring comprehensive readiness across all aspects of our operations. We have broadened the scope of our formal BCMS to include more internal applications.

### Enhancing data center efficiency and reliability

As part of our efforts toward data center modernization, we have virtualized almost 95% of our server instances. Further, to enhance sustainability and data center efficiency, we have replaced end-of-life infrastructure with energy-efficient servers and storage hardware. Alternatively, we have migrated instances to the cloud, optimizing resource utilization and reducing power consumption. This approach enables our data centers to meet the evolving needs of our organization.



### Feedback on workplace infrastructure

An Internal Customer Satisfaction Survey (ICSS) that covers various parameters such as ergonomics, cleanliness, safety and security, health and safety training, recreation facilities, work environment, greenery, and helpdesk management is conducted every year. By seeking feedback on these aspects, we aim to assess and improve the overall satisfaction and well-being of our employees.

For three consecutive years, we have consistently scored over 4.5 out of 5.



### Prioritizing sustainability on premises

In our endeavors to reduce our carbon footprint, we have undertaken proactive measures aimed at enhancing energy efficiency and promoting sustainability across our facilities. One significant achievement is the attainment of IGBC Green Interiors Platinum certification for our offices, which underscores our dedication to conducting our business responsibly.

## Progress made



Our rooftop solar plant, with a capacity of 350 kWp, currently fulfills approximately 16% of our total power requirement at our Pune campus—thereby, considerably decreasing our reliance on fossil fuels.



Across all our offices, our renewable energy contribution has reached 31.5% in FY24.



We have begun sourcing 75% of the green energy for our Pune campus from a local distribution company. Further, we are exploring opportunities to procure renewable energy via open access, aligning with evolving regulatory requirements.



Our Pune facility is water positive.

### iNFHRA award for sustainability

The iNFHRA Workplace Excellence Conference and Awards, spanning eight major Indian cities, celebrates individuals and teams within the workplace industry who have significantly enhanced their facilities through innovative strategies for environmental betterment and sustainable performance. We secured the runners-up position in several award categories.



### ISO certifications

We adhere to stringent safety standards, as evidenced by our certifications in ISO 14001:2015, ISO 45001:2018, and ISO 50001:2018. Our Hyderabad and Bangalore offices have been certified for ISO 14001:2015 and ISO 45001:2018, while our Pune campus is certified in all three standards: ISO 14001:2015, ISO 45001:2018 and ISO 50001:2018. These certifications underscore our dedication to excellence in managing environmental impact, ensuring occupational health and safety as well as optimizing energy efficiency across our operations. Each facility adheres strictly to legal and statutory requirements, with regular inspections and submissions completed for the pertinent regulatory authorities.



# Social and Relationship Capital



Every decision and action we take is imbued with the intention to positively impact our stakeholders. We recognize the importance of nurturing relationships with clients as well as stakeholders, realizing that these bonds are pivotal in our quest to deliver exceptional solutions and services. We are dedicated to enhancing value creation for all our stakeholders and consistently strive to forge enduring connections, fortified by active partnerships, local employment initiatives, client support, domestic procurement practices, and community development projects.

## SDGs



## Key performance indicators

**94,600+**

Lives impacted through community development programs in the last four years

**INR 61.4**

CSR spends (including INR 85.5 lakhs carried over from last year)

**480+**

Volunteering hours

## Short/medium-term priorities

- Propel youth empowerment by providing skills for independent education and career choices, and instill English literacy and a lifelong learning mindset
- Champion women's empowerment through health initiatives and vocational training to serve as catalysts for community transformation
- Revitalize community spaces to encourage public engagement and cultural rediscovery, and bolster local economies

## Long-term priorities

- Establish a self-reliant society by introducing innovative, collaborative solutions to uplift underserved communities
- Commit to environmental stewardship as a means to advance India's sustainable development and resilience

## Focus areas

Our CSR programs focus on education, heritage, employability, and community development. We also strive to empower marginalized people through transformative social initiatives that ensure inclusive growth and offer equal opportunity.



### Education

**1,320**

Students benefited through the Pehlay Akshar initiative



### Heritage

**10,000**

Total population benefited in Worli Koliwada



### Employability

**2,634**

Students and faculties trained through skill development program



### Community development

**830**

Benefited through government schemes





**Education**

At Pehlay Akshar Foundation, we aim to provide quality education to the underprivileged students attending government schools. Our primary focus is on equipping these students with essential English language and 21st-century skills. We believe in a holistic approach to learning, incorporating diverse educational philosophies that foster creative thinking and socio-emotional development. Working closely with government school teachers, we provide them with the necessary skills, knowledge, and tools to create a conducive learning environment within the classroom.

**Initiatives**

- We aim to enable students and teachers across India, especially within the Brihanmumbai Municipal Corporation (BMC) schools, to effectively utilize Functional English.
- We facilitate teacher self-help groups to enable seamless implementation of concepts covered during training within classrooms.
- We offer a digital tool that facilitates training and provides continuous learning opportunities, further enhancing the educational experience of both students and teachers.

Reached out to **1,320** students through **900+** sessions held in two Learning Rooms at BMC.

We are planning to work with **11** schools in Pune, consisting of five Zilla Parishad and six Pune Municipal Corporation (PMC) schools to reach **5000+** students and **50+** teachers



**The Heritage Project**

The Heritage Project aims to restore the vibrancy of cultural and social landmarks. By leveraging art, architecture, and immersive experiences, we focus on revitalizing these spaces and attracting people to these heritage sites. Additionally, we actively engage with communities by forming self-help groups and provide skill development training to ensure economic independence.

**Initiatives**

- At present, through our primary initiative, the Banganga Revival Project, we are engaging with the community, through self help groups. This endeavor encompasses various activities for the refurbishment of community areas, educating people, and utilizing digital tools to rejuvenate heritage sites.
- The Worli Koliwada Transformation Project aims to revive the locality's rich cultural heritage. Through systemic urban planning interventions, such as art installations, upgradation of public spaces through infrastructure development, and more, it aims to create awareness about the area's cultural prominence, preserve the local ecology, and enhance social well-being and community development.
- We have recently initiated efforts to rejuvenate the Bund Garden in Pune. We aim to breathe new life into the area by upgrading its infrastructure, preserving its historical relevance, and beautifying the area with a vibrant green space for the community.



**Employability**

**Swayam (ESD)**

We aim to support young individuals from underprivileged and marginalized communities with the essential skills and expertise required to secure employment within the rapidly expanding IT sector. Our focus is on providing skill training to engineering college students, aiming to enhance their employability, and providing guidance to emerge as industry-ready professionals.

The Swayam Employability Skills Development (ESD) Program trains fresh graduates toward better readiness for the IT industry, at no cost to the student. It addresses both the demand and supply gaps in the IT industry. Additionally, we emphasize the development of behavioral skills to ensure holistic growth and success in their careers.

**2,634**

Students and faculties trained under Swayam Digital during the year

**563**

Beneficiaries of Swayam Weave training course



**Community development**

We have undertaken various projects to support the underprivileged and enhance public health in different regions. In collaboration with the MCKS Foundation, we provided dry rations to the poor, destitute, homeless, and underprivileged individuals.

**Initiatives**

- Distributed **1,000** blankets to people residing near our areas of operation in Pune, Hyderabad, and Bangalore.
- Organized health camps that benefited over **4,123** people across Pune, Bangalore, and Hyderabad.
- Established **35** fever clinics in rural areas and offered medical assistance to **66,931** people.
- Contributed **12** medical equipment to Sassoon Hospital in Pune.
- Donated **598** cookstoves in Mahad block, Raigarh district, Maharashtra.

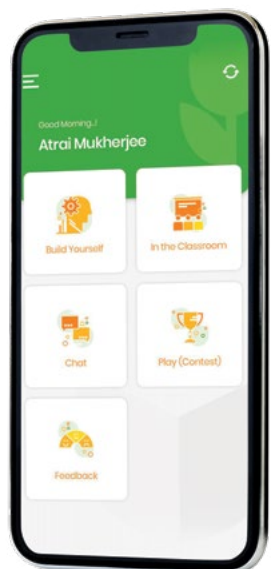


**Employee contribution toward CSR**

We encourage our employees to volunteer for CSR activities. Our focus is on working in neighborhoods near our offices to build harmonious relations with local communities.

**Initiatives**

- Our employees actively participated in volunteering activities involving tree plantation, wall painting, blanket donation and ESD students' campus visit. They also participated in health checkup camps at communities and in environmental activities.
- 82 volunteers have contributed their time and effort, with approximately 30 volunteers involved in various donation drives.
- The Udaan Biodiversity Park reaches out to 300 people daily.
- Our employees play a crucial role in identifying and addressing community needs. They frequently approach the CSR team with concerns related to ration, government schemes, and healthcare support.



**228**

Saathi sessions conducted

**769**

Teachers undergoing training

**6,310**

Users of Pehlay Akshar app



### Providing government support

We act as a bridge between communities and government authorities, facilitating easier communication between government agencies and people. Among other advocacy efforts with the government, we assist community members in accessing important resources through government platforms, such as enabling community members to receive benefits from government schemes and participating in the task forces of local community meetings organized by the Pune Municipal Corporation for resolving various issues.

#### Initiatives

- Provided support for domestic violence cases through the Ek Thamba Kendra.
- Liaison efforts to access government schemes and complete documentation have positively impacted 830 people.
- Successfully linked 16 women to various government schemes, offering them benefits worth INR 2,24,000. As part of the PM Street Vendor's AtmaNirbhar Nidhi (PM SVANidhi) scheme, female street vendors were provided affordable loans.

### Liaising with the government

We are dedicated to empowering communities by connecting them with opportunities for growth, contributing to their economic stability. One of our significant impacts has been through the PM Street Vendor's AtmaNirbhar Nidhi (PM SVANidhi) scheme, which provides affordable, collateral-free loans to street vendors. A prime example is Asha Waghchore, who transitioned from earning 100-200 INR daily as a scrap collector to making 500-600 INR per day by starting a vegetable

selling business with the scheme's assistance. This financial support has enabled her to better meet her family's needs and improve their quality of life.

Our community development initiatives aim to bridge the gap between the community and government schemes, helping individuals like Asha access these beneficial programs. In FY 23-24, we reached out to 830 people, facilitating their access to the PM SVANidhi scheme and other resources.



### Client relationships

We focus on building strong relationships with our clients through regular engagement. We solicit regular feedback from our clients and maintain open channels of communication to effectively meet their needs.

#### Online modes of engagement

We use our website and social media channels to engage with our clients.

- LinkedIn
- Instagram
- Facebook
- X platform (formerly known as Twitter)



Many of our solutions are hosted on marketplaces in collaboration with our technology partners, helping broaden our reach to more clients.

- Microsoft
- Salesforce
- SAP
- Oracle
- AWS

In addition to online efforts, we run targeted campaigns and strategic marketing activities to support our high-value pursuits and Request for Proposal (RFP) efforts.

#### Offline modes of communication

We actively participate in partner events where we establish valuable industry connections and engage with clients.

- AWS re:Invent
- Oracle OpenWorld
- Cloud force by Salesforce
- Gartner summits

### Client feedback

We gather client feedback to continuously improve our services and ensure client satisfaction. To facilitate this, we have established a Client Feedback Cell dedicated to implementing a systematic process for capturing client feedback.

To continuously meet and exceed client expectations, we conduct client satisfaction surveys through various channels. We conduct an annual Client Engagement Survey for selected client accounts with a revenue of USD 0.5 million or more. This survey allows us to gather feedback from our key clients on their overall experience.

In addition to the annual survey, we practice Continuous Listening, which involves ongoing feedback collection every six months for all eligible projects (projects with more than three resources and a duration of more than three months). This allows us to capture real-time insights and make necessary adjustments for enhancing client experience throughout the project life cycle.



**Enhancing client experience**

We closely monitor the revenue generated from these engagement efforts as well as track the number of meetings and marketing qualified leads (MQLs) generated by campaigns. As part of our commitment to enhancing client experience, we have developed the Zenvisit app for handling client visits, currently in the pilot phase and expected to be fully adopted in FY25. Additionally, we engage our clients through events hosted by our brands, Foolproof and Indigo Slate, to build strong relationships with clients.

**Engagement governance**

To ensure effective governance and oversight of client engagements, we have a robust governance mechanism in place. It defines the cadence and agenda at each level of engagement, involving key stakeholders such as client partners, delivery heads, and executive sponsors from Zensar. Additionally, each engagement has a well-defined escalation matrix to address any issues promptly and effectively. Many of our client relationships span over a decade, indicating the strong rapport established by senior Zensar leadership through personalized care and attention.



**Providing quality service**

We aim to refine our service delivery and quality control process, standards, and frameworks, which have resulted in a track record of performance excellence and client satisfaction. Our delivery team collaborates internally with departments in a reactive and proactive manner to ensure the quality of every project.

**The following steps are taken by the quality assurance team to enhance client experience:**

- Establish and enforce standardized processes within client projects to meet both Zensar's and the client's objectives effectively.
- Regularly assess project progress through quality assurance reviews, ensuring any risks or issues are identified and resolved promptly.
- Continuously monitor project performance metrics and take necessary corrective actions to maintain alignment with project goals.
- Implement the G3 (Start Green, Stay Green, and Close Green) framework to effectively manage risks and issues, ensuring projects are delivered on time, within budget, and with high quality to achieve client satisfaction.
- Conduct Black Box Testing as a pre-delivery gate to verify that project deliverables meet specified requirements before user acceptance testing.
- Share insights and experiences across different verticals, domains, and accounts to promote learning and improvement throughout the organization.

**Collaborating to ensure excellence**

Our business-enabling functions and client feedback cell conduct quality assurance gates and review client projects to uncover any risks or issues related to quality. They also seek feedback from client's middle management, senior management, and CXOs annually on qualitative and quantitative aspects of delivery performance, and expectations. Client engagement surveys and continuous listening helps to gather detailed feedback from clients.

Project feedback is also sought at half-yearly intervals for all projects to ensure adherence with quantitative as well as qualitative aspects. It helps to gain insight into team competency, project performance, quality of deliverables, resourcing, and management responsiveness. Based on the feedback received, the team facilitates corrective actions and tracks their implementation. Additionally, they conduct quality assurance reviews for business-enabling functions to ensure timely and adequate support for delivery teams.



**Strengthening investor relations**

We recognize the importance of transparent communication and maintain strong relations with investors through-

**Press and analyst meetings**

**Official press releases**

**Financial results and presentations**

**Quarterly investor updates**

**Legal compliance**

We strive to maximize shareholder value through -

**Transparent accounting policies**

**Development of an independent board**

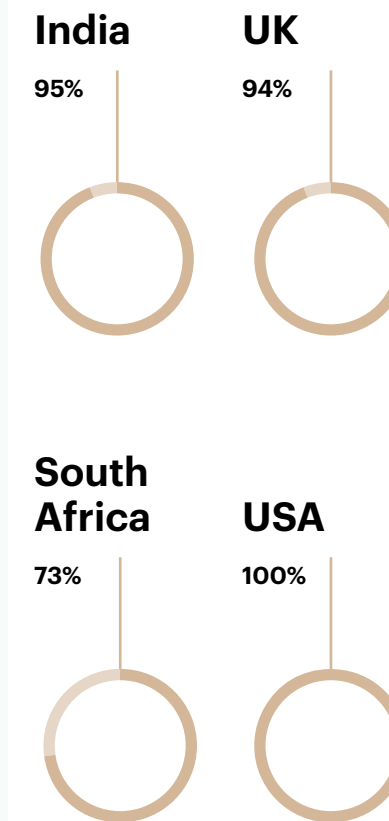
**Preservation of stakeholder interest**

**Timely disclosures**

**Vendor relations**

We strive to strengthen vendor relations through ethical business practices that pave the path for lasting relationships.

**Procurement budget spent on local suppliers**



**Business review meetings**

In addition to interaction with suppliers for obtaining goods and services, periodic meetings are conducted to ensure open communication and address issues.

**Supplier code of conduct and reporting mechanism**

Implementation of a supplier code of conduct ensures compliance with all rules, regulations, and guidelines. This helps us conduct our business in a fair and transparent manner, free from corruption and bribery. A dedicated helpline for reporting concerns has also been established for suppliers.

**Identification of critical suppliers**

Critical suppliers are identified based on spend, importance to business operations, business continuity planning needs, and handling of company/PI data. This helps in proper allocation of resources, ensuring that the most crucial relationships receive appropriate attention and oversight.

**Extended scope and review mechanisms**

The supplier code of conduct and agreements extend the scope of compliance, and regular reviews are conducted through assessment questionnaires, performance evaluations, and statutory compliance audits. Regular reviews and evaluations ensure that suppliers meet performance standards and deliver quality goods and services. This enhances overall service delivery and customer satisfaction.

**Screening criteria**

Screening criteria for new vendors include assessment of statutory requirements, technical competency, business continuity, risk awareness, and environmental, social, and governance practices. The screening process enables us to engage with reliable, competent, and responsible vendors.



## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE SIXTY-FIRST ANNUAL GENERAL MEETING ('AGM') OF MEMBERS OF ZENSAR TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, AUGUST 09, 2024 AT 11:00 AM IST THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:**

### ORDINARY BUSINESS:

#### Item No. 1 – Adoption of Accounts

To receive, consider, approve, and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Auditors thereon.

#### Item No. 2 – Confirm payment of Interim Dividend and declare Final Dividend

To confirm payment of Interim Dividend declared during the FY 2023-24 at the rate of INR 2 (Rupees two only) per equity share of face value of INR 2 each, declared on January 22, 2024 and to declare Final Dividend of INR 7 (Rupees Seven Only) per equity share of face value of INR 2 each, of the Company for the Financial Year ended March 31, 2024.

#### Item No. 3 – Re - appointment of Harsh Vardhan Goenka (DIN: 00026726)

To appoint a Director in place of Harsh Vardhan Goenka, who retires by rotation, in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### Item No. 4 - Re-appointment of Radha Rajappa (DIN:08530439) as Non-Executive, Independent Director of the Company, not liable to retire by rotation.

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

“RESOLVED THAT, pursuant to the provisions of Section(s) 149, 150, 152 and other applicable provisions, if any, read with and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of Companies Act,

2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Radha Rajappa (DIN: 08530439), who was appointed as an Independent Director of the Company at the 57<sup>th</sup> Annual General Meeting of the Company and holds office up to August 5, 2024, being eligible for re-appointment and who meets the criteria of independence as provided *inter-alia*, in Section 149 of the Act along with the rules framed thereunder and Regulation 16 of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director and based on the recommendation and approval of the Nomination and Remuneration Committee ('Committee') and the Board of Directors ('Board') in this behalf, approval of the Members, be and is hereby accorded for her re-appointment, as a Non-Executive, Independent Director of the Company, for a second term of 5 (five) consecutive years, with effect from August 6, 2024 till August 5, 2029 (both days inclusive), not liable to retire by rotation.

**FURTHER RESOLVED THAT**, any of the Directors of the Company (except Radha Rajappa), Chief Financial Officer and/or Head Treasury, Taxation and Commercials and/or Company Secretary and/or Global Finance Controller and/or Associate Vice President, Business Finance of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing/submission of necessary e-forms/document(s) with the Registrar of Companies and/or such other regulatory authority(ies) as may be required.”

**By Order of the Board of Directors**

**Gaurav Tongia**  
Company Secretary  
(M. No. F5955)

Mumbai, April 25, 2024

#### Registered Office:

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

## NOTES

- The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, and September 25, 2023 respectively (“MCA Circulars”), and Securities and Exchange Board of India (“SEBI”) circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (SEBI Circulars) allowed companies whose AGMs were due to be held in the year 2024 to conduct their AGMs on or before September 30, 2024, in accordance with the requirements provided *inter-alia* in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020. Accordingly, the AGM of the Company is being held through (VC/OAVM). The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Zensar Knowledge Park, Plot # 4, MIDC Kharadi, Off Nagar Road Pune 411 014.
- The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') in respect of the special business, is annexed hereto.
- In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **Friday, July 5, 2024**. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.zensar.com](http://www.zensar.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“Act”).
- Pursuant to 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“Listing Regulations”) as amended, and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
- Pursuant to aforesaid MCA circulars, the facility for appointment of proxies by the Members will not be

available. Since the AGM will be held through VC/OAVM, route map, proxy form and attendance slip are not annexed to the Notice.

- Additional information, *inter-alia*, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking re-appointment at the AGM, forms part of the Notice and/or Annual Report.

### Dividend-related information

- The Board of Directors has recommended a Final Dividend of INR 7.00 per equity share of INR 2.00 each for the Financial Year ended March 31, 2024 that is proposed to be paid within period of 30 days from the date of declaration, by the shareholders at the 61<sup>st</sup> AGM. During the Financial Year 2023-24, an Interim Dividend of INR 2.00 per equity share was paid on February 15, 2023.
- The Company has fixed **Friday, July 19, 2024** as the record date for determination of entitlement for payment of Final Dividend.

Further SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

You may also refer to SEBI FAQs by accessing the link : [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf) (FAQ No 38 & 39).

- Pursuant to the amendments in the Income Tax Act, 1961 (“IT Act”) dividend income is taxable in the hands of the shareholders from 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at prescribed rates in the IT Act. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with Company's Registrar and Transfer Agents viz., KFin Technologies Limited. For details, Members are requested to refer to the “Communication on TDS on Dividend Distribution” sent by the Company, from time to time, which is also available on the Company's website [www.zensar.com](http://www.zensar.com).

11. The Resident/Non-Individual Members i.e., Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms/declarations/documents through their respective custodian who is registered on NSDL platform, from time to time.
12. Further, in order to receive dividend(s) in a seamless manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), may register for the same, by sending Form ISR-1 along with supporting documents to Company's RTA. For the Members holding shares in DEMAT form, please update your Electronic Bank Mandate through your DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.
13. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate or otherwise, the Company shall dispatch the dividend warrant/Bankers' cheque/demand draft or any other permitted instrument(s), to such Member, as soon as possible.
14. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021, as the cut-off date for the re-logging of transfer deeds and the shares that are re-logged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent for the same.
15. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends

from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Integrated Annual Report and FAQ of investor page on Company's website [www.zensar.com](http://www.zensar.com). has context menu

16. Investors are hereby informed that SEBI has launched its new investor website at <https://investor.sebi.gov.in/>. This website contains information on personal finance and investment useful for existing and new investors. You are requested to take note of the same.

#### A. INSTRUCTION FOR MEMBERS FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

The remote e-Voting period begins on Tuesday, August 6, 2024 at 9:00 A.M. and ends on Thursday, August 8, 2024 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. **Friday, August 2, 2024**, may cast their vote electronically. The voting right of shareholders shall be proportion to their share in the paid-up equity share capital of the Company as on the aforesaid cut-off date.

#### How do I vote electronically using NSDL e-Voting system?

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

#### Details on Step 1 is mentioned below:

##### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. DEMAT (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in DEMAT account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in DEMAT account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your DEMAT account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your DEMAT account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your DEMAT account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

##### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.



8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022-4886 7000 or send a request to Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone number 91-99202064780
- Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [cs@svdandassociates.com](mailto:cs@svdandassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)

Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this notice:

- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@zensar.com](mailto:investor@zensar.com).
- In case shares are held in DEMAT mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@zensar.com](mailto:investor@zensar.com).

#### B. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not yet cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.
- 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 during the AGM.

#### C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled commencement time of the Meeting and window for joining the Meeting shall be kept open throughout the meeting.
- Further, Members will be required to use Internet with a good connectivity to facilitate smooth and seamless experience during the meeting.
- Please note that Participants Connecting via Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- Shareholders who would like to express their views/ask questions during the AGM may register themselves as speaker by sending request from their registered E-mail ID, if any, mentioning their names, DP Id and Client ID/Folio Number, PAN and mobile number at [investor@zensar.com](mailto:investor@zensar.com) between 9.00 a.m. (IST) on Friday, July 26, 2024 to 5.00 p.m. (IST) on Sunday, July 28, 2024. Members who have registered themselves as a speaker as aforesaid, will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending upon the availability of time for the AGM.
- The Members who do not wish to speak during the AGM but have queries, may send the same latest by Friday, August 2, 2024, mentioning their names, DP Id and Client ID/Folio Number, email id and mobile number at [investor@zensar.com](mailto:investor@zensar.com). The same will be replied suitably at the AGM or by email.
- Members who need assistance before or during the AGM with use of technology, can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or use a Contact No. (helpline): 022-4886 7000 or contact:
  - Amit Vishal, Deputy Vice President, NSDL at [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone number +91 9920264780
  - Pallavi Mhatre, Senior Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number +91 7506682281
- Further instructions, if any, regarding his AGM and related matters, shall be available on the website of the Company, under investors section.

#### Other information

- Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of Bank and branch details, bank account number, MICR code, IFSC code etc., as per the process below:

Type of holder	Process to be followed
Demat	Please contact your DP, 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 <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a> 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
	Update of signature of securities holder
	Form for nomination as provided in the Rule 19(1) of Companies (Share Capital and Debenture) Rules, 2014
	Cancellation of nomination by the holder(s) (along with ISR-3)/Change of Nominee
	Form for requesting issue of Duplicate Certificate and other service requests for shares held in physical form
	Members may download all the forms from website of the Company or RTA i.e., <a href="http://www.zensar.com">www.zensar.com</a> or <a href="http://www.kfintech.com">www.kfintech.com</a>

- Sridhar Mudaliar (FCS 6156), Partner, SVD & Associates, Company Secretaries and failing him Sheetal Joshi (FCS 10480), has been appointed as the Scrutiniser to scrutinise the e-Voting process and to conduct the same in a fair and transparent manner.
- The Scrutiniser shall within the prescribed period from the conclusion of the AGM, unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a consolidated Scrutiniser's Report for the votes cast during the AGM & votes cast through remote e-Voting and submit his report to the Chairman and/or authorised person of the Company. The results will be announced on or before 5:00 p.m. IST on Tuesday, August 13, 2024. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and Certificate from the Statutory Auditor of the Company under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee, up to the date of AGM. Members seeking to inspect such documents may send a request on the email ID [investor@zensar.com](mailto:investor@zensar.com)
- The results declared along with the Scrutiniser's report will be placed on the website of the Company i.e. [www.zensar.com](http://www.zensar.com) under Investors section and on the website of NSDL i.e. <https://evoting.nsdl.com>. The results shall also be communicated to the stock exchanges.

- i. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.
- ii. As per the provisions of Section 72 of the Act and SEBI circulars dated December 14, 2021, November 3, 2021 and March 16, 2023, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14, as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to RTA in case the shares are held in physical form.
6. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities effective from January 25, 2022, any service requests or complaints received from the member, are being processed by RTA on receipt of aforesaid details/documents. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.zensar.com](http://www.zensar.com)
7. 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](mailto:einward.ris@kfintech.com)
8. To support the Green Initiatives taken by the MCA, Members are requested to register their email ID(s) (if not already done), so that all future communication/documents can be sent in electronic mode. Members holding shares in physical form and who have not registered their email ID(s) may get their email ID(s) registered with the RTA, by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members are requested to provide details such as name, folio number, certificate number, PAN, mobile number, and email ID and attach image of share certificate in PDF or JPEG format. In respect of DEMAT holdings, for registration of email-ID, the members are requested to register the same with the respective DP by following the procedure prescribed by their DP.
- By Order of the Board of Directors**
- Gaurav Tongia**  
Company Secretary  
(M. No. F5955)
- Mumbai, April 25, 2024
- Registered Office:**  
Zensar Knowledge Park, Plot # 4, MIDC, Kharadi,  
Off Nagar Road, Pune - 411014  
CIN: L72200PN1963PLC012621

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

### Item No. 4- Re-appointment of Radha Rajappa (DIN: 08530439) as a Non-Executive-Independent Director, not liable to retire by rotation.

The Members at the 57<sup>th</sup> AGM of the Company, approved appointment of Radha Rajappa as an Independent Director, for a period of five years with effect from August 6, 2019 to August 5, 2024.

Section 149 and Schedule IV of the Act read with Regulation 25 of the SEBI Listing Regulations, provides that an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report. Therefore, she stands eligible for re-appointment as an Independent Director for a second term upon expiry of her present tenure on August 5, 2024.

Radha is an entrepreneurial business leader with over three decades in executive leadership roles in the technology industry. She has successfully incubated, scaled, and passionately led various businesses in Digital Transformation and IT Products & Services. She is an ardent believer of building and nurturing high performance teams and excited about carving business opportunities with leading edge Digital, AI and Cloud technologies. Radha loves cultivating and mentoring start-ups.

She is deeply involved in early-stage Tech startups helping them navigate the constantly changing paradigms of business. Currently, at Vunet Systems, she serves as a strategic growth advisor engaged with deep tech startup Vunet Systems, creating a new category of Business Journey Observability. Radha was a member of the India Leadership team at Microsoft driving the transformation for customers to the Cloud and Digital world. She served 16 years as a key member of the Executive Leadership team at Mindtree and established Mindtree as a significant partner for Global clients in the digital space. She has also served in IBM India in various capacities.

Radha is also a passionate Executive Coach helping professionals sharpen their innate potential to deal with change and realize their true potential.

The brief profile of the proposed appointee is given herein and forms part of the Notice. The Company has received relevant disclosures from her, including the following:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sections 164(1) and 164(2) of the Act and;

- A declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations. The Board has taken it on record after due assessment.
- Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge the duties as an Independent Director of the Company. Further, she has also confirmed that she is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.
- Confirmation with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

The Company has also received a notice in writing from a member under Section 160 of the Act, proposing her candidature for re-appointment as an Independent Director of the Company.

The Board is of the opinion that Radha Rajappa fulfills the conditions of independence as specified in the Act and the SEBI Listing Regulations for her proposed re-appointment as an Independent Director and is independent of the Management.

The Committee membership and/or chairpersonship held by Radha Rajappa is within the requirement of Regulation 26(1) of Listing Regulations, as the regulation provides that for the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders' Relationship Committee alone shall be considered.

In view of the above and based on performance evaluation and skill(s) assessment, the Committee and the Board are of the view that her continued association would be beneficial for future development and business prospect of the Company. Besides, given the knowledge, competencies, experience, performance, and contribution to Board processes by her it would be appropriate that she continues to serve on the Board as an Independent Director for the 2<sup>nd</sup> term of five consecutive years.

Accordingly, in compliance with the applicable provisions, the Board of Directors of the Company at its meeting held on April 25, 2024, basis the recommendation of Nomination & Remuneration Committee (NRC), approved and recommended to the Members, the re-appointment of Radha Rajappa, as a Non-Executive, Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years, starting from August 6, 2024 till August 5, 2029 *inter-alia* in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17



of the SEBI ('Listing Regulations 2015'), as set out in the resolution relating to her re-appointment.

Radha Rajappa shall be entitled to sitting fees and/or remuneration as per the Nomination and Remuneration policy of the Company and/or as per relevant regulations. Additional information in respect of the proposed appointee pursuant to the Listing Regulations, the Act and SS-2 are given herein as an Annexure and forms part of this Notice. Other details pertaining to last remuneration drawn, meetings attended in FY 2023-24 along with the skill metrics, etc., is provided in the in Corporate Governance Report section of the Integrated Annual Report 2023-24.

The terms and conditions of appointment of proposed appointee, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investor@zensar.com](mailto:investor@zensar.com). Further, the terms and conditions for appointment of Independent Directors are available on the website of the Company at [www.zensar.com](http://www.zensar.com).

Save and except the foregoing, none of the Directors and Key Managerial Personnel of the Company and their relatives,

except for the proposed appointee and their relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution(s) as set out at Item No. 4 of the Notice.

The Board based on the recommendation of the Nomination and Remuneration Committee considers the reappointment of Radha Rajappa as an Independent Director in the interest of the Company and recommends the Special Resolution(s) set out at Item No. 4 of the Notice, for approval by the Members of the Company.

#### By Order of the Board of Directors

**Gaurav Tongia**  
Company Secretary  
(M. No. F5955)

Mumbai, April 25, 2024

#### Registered Office:

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

## STATEMENT EXPLAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE ACT

### Additional information on Director(s) recommended for re-appointment as required under Listing Regulations and applicable Secretarial Standards:

Director(s) seeking appointment/re-appointment	Harsh Vardhan Goenka	Radha Rajappa
Date of Birth	December 10, 1957	November 29, 1966
Age	66 years	57 years
Date of first appointment on the Board	September 4, 2001	August 6, 2019
Qualification	Graduate in Economics, University of Calcutta and MBA from IMD (Switzerland)	Degree in Electronics and Communications Engineering and an MBA (IIM) Bangalore
Brief Profile	Harsh V. Goenka is the Chairman of RPG Enterprises, one of the largest industrial groups in India, active in key business segments such as Tyres, Infrastructure, Information Technology and other diversified segments having an annual turnover of USD 4.8 billion. Born in December 1957, he is a graduate in Economics and MBA from the International Institute of Management Development (IMD), Lausanne, Switzerland and is on the Foundation Board of IMD, Lausanne. Harsh V. Goenka, a past President of the Indian Merchants' Chamber, is also a member of the Executive Committee of FICCI. Harsh V. Goenka has been the Chairman of the Board of the Company since 2001. His extensive experience has been instrumental in helping guide the Company, towards both short term growth as well as long term sustainability. As Chairman of the Board, he provides vision and thought leadership which has resulted in Company achieving high standards of corporate governance, innovation, brand visibility and growth-oriented project investments. He invests considerable time reviewing the operations and performance of the Company and his interactions with the senior leaders and his role in building a talent pool in the Company has been significant in maximising stakeholders' value.	Radha Rajappa is an entrepreneurial business leader with over three decades in executive leadership roles in the technology industry. She has successfully incubated, scaled and passionately led various businesses in Digital Transformation and IT Products & Services. Her association with the Board has helped the Company to adopt industry best practices. She holds a degree in Electronics and Communications Engineering and a management degree from the Indian Institute of Management (IIM) Bangalore.
Nature of expertise in specific functional area/ skills and capabilities	<ul style="list-style-type: none"> <li>General Management and Business Operations</li> <li>Thought Leadership</li> <li>CEO/Senior Management Experience</li> <li>Public Policy Governmental Regulations</li> <li>Risk Management</li> <li>HR management</li> <li>Strategy/M&amp;A/ Restructuring</li> <li>Corporate Governance</li> <li>International Business</li> </ul>	<ul style="list-style-type: none"> <li>General Management and Business Operations</li> <li>Thought Leadership</li> <li>CEO/Senior Management Experience</li> <li>IT Industry/Cyber Security Experience</li> <li>Risk Management,</li> <li>Strategy/M&amp;A/Restructuring,</li> <li>Corporate Governance</li> <li>Business Development/Sales/Marketing</li> <li>International Business</li> </ul>
Directorships in other Companies	<ol style="list-style-type: none"> <li>CEAT Limited</li> <li>KEC International Limited</li> <li>RPG Life Sciences Limited</li> <li>RPG Enterprises Limited</li> <li>RAYCHEM- RPG Private Limited</li> <li>Spencer International Hotels Limited</li> <li>Breach Candy Hospital Trust</li> <li>Zensar Technologies Inc.</li> </ol>	<ol style="list-style-type: none"> <li>Bata India Limited</li> <li>KFIN Technologies Limited</li> </ol>

Director(s) seeking appointment/re-appointment	Harsh Vardhan Goenka	Radha Rajappa
Memberships of Committees in other Companies	1. CEAT Limited <ul style="list-style-type: none"> <li>Finance and Banking Committee – Member</li> </ul>	1. Bata India Limited <ul style="list-style-type: none"> <li>Risk &amp; Compliance Management Committee- Chairperson</li> <li>Nomination and Remuneration Committee- Chairperson</li> <li>Stakeholder’s Relationship Committee – Member</li> <li>Audit Committee- Member</li> </ul> 2. Kfin Technologies Limited <ul style="list-style-type: none"> <li>Nomination &amp; Remuneration Committee Chairperson</li> <li>Corporate Social Responsibility Committee - Chairperson</li> <li>Audit Committee- Member</li> </ul>
Number of Board meetings of the Company attended during FY 2023-24	All the 6 (Six) meetings held during the year	All the 6 (Six) meetings held during the year
Listed entities from which director has resigned as Director in past 3 years	None	None
No. of Shares held in the Company, including shareholding as a beneficial owner	149,990 (Apart from this, also holds shares of the Company, in the capacity of Trustee, detailed in the Board’s Report)	
Disclosure of <i>inter-se</i> relationships between Directors and Key Managerial Personnel	Anant Goenka, is son of Harsh Vardhan Goenka	

For other details such as the number of Director(s) meetings attended during FY 2023-24, remuneration last drawn in FY 2023-24, please refer the Corporate Governance Report which is a part of this Integrated Annual Report. The profile of the Director(s) is available on Company’s website at <https://www.zensar.com/about/who-we-are/#bod>

## BOARD’S REPORT

Dear Members,

Your Directors are pleased to present 61<sup>st</sup> Integrated Annual Report together with the Audited Financial Statements for the Financial Year ended March 31, 2024.

### 1. FINANCIAL PERFORMANCE AND STATE OF AFFAIRS

#### Financial Summary

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	20,192	18,234	49,019	48,482
Other Income (Net)	1,726	1,517	1,588	1,028
Total Income	21,918	19,751	50,607	49,510
Profit before Tax	6,279	4,034	8,758	4,441
Profit after Tax (after Minority Interest)	4,770	3,084	6,650	3,276

(INR Million)

On standalone basis, during FY 2023-24, the Company recorded total income of INR 21,918 million comprising revenue from operations of INR 20,192 million and other income of INR 1,726 million. The Company recorded a net profit of INR 4,770 million reflecting an increase of about 54.67% Y-o-Y.

On consolidated basis, the Company recorded total income of INR 50,607 million comprising revenue from operations of INR 49,019 million and other income of INR 1,588 million. The consolidated net profit was INR 6,650 million reflecting an increase of about 102.99% Y-o-Y.

The Financial Statements are prepared in accordance with the Indian Accounting Standards (Ind AS).

#### Dividend

Based on profits during FY 2023-24 and continuing the tradition of rewarding the members, the Company declared an interim dividend of INR 2.00 (100%) per equity share of face value of INR 2 per equity share on the paid-up equity share capital of the Company. The total payout amounted to INR 453.05 million.

Further, the Board recommends a final dividend of INR 7.00 (350%) per equity share of face value of INR 2 per equity share on the paid-up equity share capital of the Company, for the year under review. The total pay-out will amount to about INR 1,587 million. The payment of dividend shall be made within 30 days from the date of declaration as per the record date set out in the AGM Notice. The total dividend for the year including the interim dividend shall be INR 9.00 per equity share of INR 2 each (450%).

The said dividends are in accordance with the Dividend Distribution Policy of the Company, formulated pursuant to Listing Regulations which is available on website of the Company at <https://zensar.com/about/investors/investors-relation?result=Policies#Corporate-Governance>

In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividend(s) paid or distributed by the Company shall be taxable in the hands of the Shareholders. The Company shall, accordingly, make the payment of the final dividend after deduction of tax at source, subject to relevant threshold.

#### Unclaimed Dividend

Pursuant to the Act and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, during the year under review, the Company has transferred following dividend(s) and corresponding share(s) to IEPF, upon completion of period of seven years:

Date of Declaration	Type of Dividend	Total Amount of Dividend transferred (INR)	Total No. of shares transferred
March 14, 2016	Interim	2,409,967	20,080
January 24, 2017	Interim	1,880,680	35,233

The total amount lying in the Unpaid Dividend Account of the Company up to the year under review and the corresponding shares, which would be liable to be transferred to IEPF, as per records of RTA are as follows:

Sr. No	FY to which dividend relates	Type of Dividend	Amount lying in the unpaid dividend Account (INR) (as on March 31, 2024)
1	2023-24	Interim	1,516,713
2	2022-23	Final	2,354,302
		Interim	1,185,729
3	2021-22	Final	2,735,990
		Interim	1,077,072
4	2020-21	Final	1,812,346
		Interim	1,126,130



Sr. No	FY to which dividend relates	Type of Dividend	Amount lying in the unpaid dividend Account (INR) (as on March 31, 2024)
5	2019-20	2 <sup>nd</sup> Interim	2,116,041
		1 <sup>st</sup> Interim	985,570
6	2018-19	Final	1,542,420
		Interim	976,232
7	2017-18	Final	1,537,123
		Interim	1,126,935
8	2016-17	Final	2,436,714

The data on unpaid/unclaimed dividend and other unclaimed amount(s) is available on the Company's website at <https://www.zensar.com/about/investors/investors-relation?result=EPF#Shareholder-Information>. Members who have not yet encashed their unclaimed/unpaid amounts are requested to correspond with the Company's Registrar and Transfer Agents, at the earliest.

#### Particulars of Loans, Guarantees and Investments pursuant to Section 186 of the Act

Particulars	
Loan(s)	Company has not given any loan to any parties
Guarantee(s)	Please refer Note No. 29 of Notes to Financial Statements
Investment(s)	Please refer Note No. 6(a) of Notes to Financial Statements

#### Related Party Transactions

All related party transactions that were entered into during FY 2023-24, were on arm's length basis and in the ordinary course of business.

Requisite approval(s) of the Audit Committee is obtained on periodic basis for the transactions, which are repetitive in nature or otherwise. The actual transactions entered into, pursuant to the approval so granted, are placed periodically, before the Audit Committee.

The policy on related party transactions is available on the website of the Company at <https://zensar.com/about/investors/investors-relation?result=Policies#Corporate-Governance>.

During FY 2023-24, no materially significant related party transactions that may have potential conflict with the interests of Company at large were entered into by the Company.

Further, the Company has not entered into any material transaction with related parties, during the year under review, which requires reporting in Form AOC-2 in terms of the Act read with Companies (Accounts) Rules, 2014. However, the requisite disclosures under IND-AS form part of Notes to Financial Statements.

#### Business Update

The information on Company's affairs and related aspects, is provided under Management Discussion and Analysis Report, which has been prepared, *inter-alia*, in compliance with Regulation 34 of Listing Regulations and forms part of this report.

#### Internal Financial Controls

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are stated in Management Discussion and Analysis Report, which forms part of this report.

#### Transfer to Reserves

No amount is proposed to be transferred to General Reserve on declaration of dividend(s).

#### Deposits

During the year under review, the Company has not accepted any Deposits, under Chapter V of the Act.

#### Change in the Nature of the Business

During the year under review, there was no change in the nature of the business of the Company or its subsidiaries, pursuant to, *inter-alia*, Section 134 of the Act and Companies (Accounts) Rules, 2014, as amended from time to time.

#### Material Changes and Commitments, if any, affecting the Financial Position of the Company

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year on March 31, 2024, to which the Financial Statements relate and the date of this report.

#### Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the Going Concern Status

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

#### Annual Return

Pursuant to Section 92 of the Act and related rules, as amended from time to time, a copy of Annual Return for the Financial Year ended March 31, 2024, is available on website of the Company at the following weblink: <https://www.zensar.com/about/investors/investors-relation?result=Annual-Results#Investor-Corner>.

Further, final Annual Return for the Financial Year ended March 31, 2024, once filed, shall also be made available on the above-mentioned weblink.

#### Subsidiary Companies

Your Company along with subsidiaries provides digital solutions and technology services globally. As of March 31, 2024, the Company had 14 Subsidiaries as per details to be set out in Annual Return.

Effective from April 1, 2024, Foolproof (SG) Pte. Ltd., Singapore, has merged into Zensar Technologies (Singapore) Pte. Ltd., Singapore, vide Accounting and Corporate Regulatory Authority (ACRA) order dated April 2, 2024. The Board of Directors of the Company at its meeting held on July 20, 2023, accorded its in-principal approval for exploring and if found feasible, winding up/ striking-off/liquidation of Zensar Technologies GmbH, a step-down subsidiary of the Company.

The highlights of performance of subsidiaries and their contribution to the overall performance of the Company/ Group, are included in Form AOC – 1 forming part of Consolidated Financial Statements section in this Annual Report, in accordance with the provisions, *inter-alia*, of Section 129 of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014. Further details of developments among subsidiaries during the year under review are set out in the Notes to Consolidated Financial Statements.

Policy for determining material subsidiaries framed by the Company, is available on <https://zensar.com/about/investors/investors-relation?result=Policies#Corporate-Governance>.

## 2. CORPORATE GOVERNANCE

#### Formal Annual Evaluation of Board and its Committees

The details pertaining to annual evaluation of Board and its Committees are provided under the Corporate Governance Report forming part of this Board's Report.

#### Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- in preparation of the annual accounts for the Financial Year ended March 31, 2024, the applicable accounting standards had been followed and there was no material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year as at March 31, 2024, and of the profit of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting

records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- the Directors had prepared the annual accounts on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### Director(s), Key Managerial Personnel KMP(s) and Senior Management Personnel(s)

Details pertaining to change in Director(s), Key Managerial Personnel(s) and Senior Management Personnel(s) of the Company and change in the Committee(s) of the Board, during the year under review, are set out in the Corporate Governance Report.

#### Number of Meetings of the Board

During the year under review, Five (5) meetings of the Board were held, details of which are set out in the Corporate Governance Report herein.

#### Board Committees

Detailed composition of Committee(s) of the Board, number of meetings held during the year under review and other related details including brief details of terms of reference of the Committees, membership(s) and attendance of members, are set out in the Corporate Governance Report.

There were no instances during FY 2023-24 where the Board had not accepted any recommendation of any of the Committees of the Board.

#### Statement on Declaration of Independent Directors

The Company has received necessary declaration of Independence from Independent Directors *inter-alia*, pursuant to Section 149(6) and 149(7) of the Act and under Regulation 16(1)(b) and Regulation 25 of the Listing Regulations, confirming and certifying that:

- they have complied with all the requirements of being an Independent Director of the Company, as on date. The said certificate(s) were taken on record by the Board, at its meeting held on April 25, 2024, after due assessment of veracity of the same.
- they possess the requisite expertise and experience and are persons of high integrity and repute.
- they have registered themselves with the Independent Directors' Database maintained by IICA.

### Pecuniary Relationship or Transactions of Non-Executive Directors and Disclosures about Remuneration of Directors

All pecuniary relationship or transactions of Non-Executive Directors *vis-à-vis* the Company, along with criteria for such payments and disclosures on the remuneration of the Directors along with their shareholding are disclosed in Corporate Governance Report which forms part of this report and also available on the website of the Company, pursuant to relevant regulations.

### Inter-Se Relationships between the Directors

There are no relationships between the Directors *inter-se*, except between Anant Goenka and H. V. Goenka. Anant Goenka, Vice Chairman and Non-Executive, Non-Independent Director, is son of H. V. Goenka, Chairman and Non-Executive, Non-Independent Director

### Risk Management

In terms of the provisions of Section 134 of the Companies Act, 2013, a detailed report on Risk Management is included in Management Discussion and Analysis Report, which forms part of this report.

### Secretarial Standards

The Company complies with the applicable mandatory Secretarial Standards.

## 3. HUMAN RESOURCE MANAGEMENT

Disclosure under Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has in place an Internal Committee and an Anti-Sexual Harassment Policy, *inter-alia*, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal)

### Particular of Employees

Information pursuant to Section 197 of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company excluding Managing Director for the Financial Year.	Please refer Annexure to this report for details.
2. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year.	
3. The percentage increase in the median remuneration of employees.	The percentage increase in the median remuneration in FY2023-24 of employees on India Payroll was 19.6%.
4. The number of permanent employees on the rolls of Company (in India)	7,493 (as of March 31, 2024)

Act, 2013 and rules made thereunder to redress all the sexual harassment complaints reported by women employee(s). Company has zero tolerance for sexual harassment at workplace.

The following is the summary of complaints received and disposed- off during the year under review:

Number of complaints received	4
Number of complaints disposed off	4
Number of complaints pending	0

### Employees Stock Option Plan

The Company currently has two Employees Stock Option Schemes in force, namely, "2006 Employees Stock Option Plan" (2006 ESOP) and "Employee Performance Award Unit Plan 2016" (2016 EPAP) and these schemes are being implemented, as per Listing Regulations, in this regard. Presently there are no outstanding/active options under "2002 Employees Stock Option Plan" (2002 ESOP). Nomination and Remuneration Committee vide its meeting held on January 20, 2022, resolved that no further options shall be granted under 2002 ESOP and 2006 ESOP.

In FY 2023-24, 16,900 equity shares were allotted under 2006 ESOP and 150,933 equity shares under EPAP 2016, respectively.

The aforesaid ESOP Plans/Scheme(s) are in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time. There has not been any material change in the ESOP plan(s) during the year.

The disclosure pursuant to SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 is available on the website of the Company at <https://www.zensar.com/investor/financials>.

- |  |  |
|--|--|
| 5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. | Average percentage* increase made in the salaries of the employees other than the managerial personnel in the last Financial Year is 8.71% for India based associates. |
|--|--|

\* Since percentile refers to a score below which a given percentage of scores in its frequency distribution falls, for an accurate representation of above calculation sought, we refer to percentage increase at an average level of salaries for the employees concerned.

The remuneration to employees is as per the remuneration policy of the Company. The percentage increase in the median remuneration of employees has been calculated after excluding Managing Director's remuneration.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. None of the employees listed in the said Annexure are related to any Director(s) of the Company or hold 2% or more of the paid-up equity share capital of the Company. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company.

## 4. REPORTS AND POLICIES

### Integrated Annual Report

The Company has continued its practice of developing the Integrated Annual Report, based on International Integrated Reporting Council's ('IIRC') Framework, which encourages organisations to communicate their value creation over time. The Company has embarked on this journey to communicate its integrated thinking and how its business creates sustained value for stakeholders. The fourth Integrated Report also encompasses aspects like strategy, performance, governance frameworks, value creation based on various forms of capital viz. financial capital, manufactured capital, intellectual capital, natural capital, social & relationship capital and human capital.

### Corporate Governance

A detailed report on the same for FY 2023-24 along with the practicing Company Secretary's certification thereon, is provided in the corporate governance section of this report.

### Management Discussion and Analysis

A detailed Management Discussion and Analysis Report is annexed to this report.

### Business Responsibility and Sustainability Report

As stipulated under the Listing Regulations, Business Responsibility and Sustainability Reporting (BRSR) on initiatives taken from an environmental, social and governance perspective, under Regulation 34(2)(f) is annexed to this report.

### Nomination and Remuneration Policy

The Company has a Nomination and Remuneration Policy (Policy) for nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees, pursuant to the Act and Listing Regulations, as amended from time to time.

### The salient features of the Policy, are:

1. Appointment and remuneration of Directors, KMP and SMP.
2. Determination of qualifications, positive attributes and independence for appointment of a Director (Executive/ Non-Executive/Independent) and recommendation to the Board matters relating to the remuneration for the Directors, KMP and SMP.
3. Formulating the criteria for performance evaluation of all Directors.
4. Board Diversity

The said Policy is available on the website of Company at: <https://zensar.com/about/investors/investors-relation?result=Policies#Corporate-Governance>

### Vigil Mechanism/Whistle Blower Policy

Pursuant to the Section 177(9) of the Act and Regulation 22 of Listing Regulations, the Company has established a Vigil Mechanism/ Whistle Blower Policy for Directors and employees to report their genuine concerns. The Policy provides for Directors and employees to report concerns



about unethical behavior, actual or suspected fraud or violation of Company's Code of Governance and Ethics. The policy is available on the website of the Company at <https://zensar.com/about/investors/investors-relation?result=Policies#Corporate-Governance>

The Company has in place robust measures to safeguard whistle blowers against victimisation. Directors and employees are duly sensitised about mechanisms and guidelines for direct access to the Chairman of the Audit Committee, in appropriate cases.

Further, during FY 2023-24, no personnel has been denied access to the Audit Committee.

## 5. AUDITORS AND AUDIT REPORTS

### Statutory Auditors

M/s. S R B C & CO LLP (ICAI Firm Registration No. FRN 324982E/E300003), Statutory Auditors of the Company, has been appointed to conduct Audit of the Financial Statements of the Company from FY 2022-23 till FY 2026-27.

Pursuant to the Companies (Amendment) Act, 2017 which came into force on May 7, 2018, appointment of Statutory Auditors is not subject to annual ratification at the Annual General Meeting and accordingly not being placed at the 61<sup>st</sup> Annual General Meeting for approval of members.

Further, there was no instance of fraud reported by the Statutory Auditors during FY 2023-24, as required under Section 134 of the Act and rules thereunder.

### Secretarial Auditors and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. SVD & Associates, Company Secretaries in practice, to undertake the Secretarial Audit of the Company, for FY 2023-24. The Report of Secretarial Audit in Form MR – 3 is annexed herewith.

The appointment of M/s. SVD & Associates, as Secretarial Auditors, continues for FY 2024-25.

Further, during FY 2023-24 and two previous Financial Years, no penalties, strictures were imposed on the Company by stock exchange(s) or SEBI or any statutory authority, on any matter related to capital markets.

### Internal Auditors

The Board had appointed KPMG Assurance and Consulting Services LLP as Internal Auditors for FY 2023-24 under Section 138 of the Act. Their appointment continues for FY 2024-25.

### Explanations on Qualification, Reservation or Adverse Remark or Disclaimer made by Auditors

There are no qualifications, reservations or adverse remarks made by Statutory Auditors/Secretarial Auditors in their respective reports.

## 6. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR activities by the Company were undertaken through RPG Foundation, which is committed towards undertaking CSR activities across all group companies of RPG. The composition of the SCSR Committee of the Company, in accordance with Section 135 of the Act, is covered under the Corporate Governance Report which forms part of this report.

A detailed report on CSR activities in line with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, is attached as Annexure F to this report.

## 7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions relating to disclosure of details regarding energy consumption, both total and per unit of production, are not applicable as the Company is engaged in the services sector and provides IT and IT related services.

Particulars prescribed under Section 134(3)(m) of the Act, read with the Companies (Accounts) Rules, 2014 in respect of Technology Absorption, Foreign Exchange earnings and outgo as on March 31, 2024, and R&D expenditure during the Financial Year are set below:

### Part A

#### Conservation of energy and water

The Company remains committed to minimizing environmental footprint and adhering to broader sustainability goals. As members of the United Nations Global Compact, Company aligns with the 12 Sustainable Development Goals (SDGs) and looks forward to accomplishing the ambitious target of achieving net zero greenhouse gas (GHG) emissions by 2040. A concerted effort is made to conserve energy and improve efficiency of infrastructure assets by implementing several energy conservation initiatives.

Zensar facilities have been designed with a globally accepted benchmark for design, construction, and operation of high performance, and the infrastructure is energy efficient. Further, the systems and equipment's are frequently upgraded/transitioned/tailored to conserve

energy and meet the current needs. All new office sites are recognized with the IGBC Green Interior Platinum Rating, highlighting commitment to energy-efficient architectural designs.

In FY 2024, the capital expenditure (capex) investments of INR 4.52 million has been made for the purchase of LED lights, Water conservation, Waste Management, Green Zone development, AC replacements/retrofit, etc.

### Part B

#### Technology Absorption

As a digital solutions and technology services major, Company's robust innovative capabilities and Intellectual Property (IP) form the strategic pillars of solutions. Company's knowledge-based intangibles lend a competitive edge over other players. Additionally, Zensar makes substantial investments in research and development to cater to the unmet needs of the clients. The innovative approach, combined with these strategic pillars, ensures that Company's solutions are future-ready, making it the preferred partner of clients.

The expenditure incurred on Research and Development during the FY 2024 was INR 15 million. Further, details on energy and water conservation, waste management and technology absorption are set out under the Natural capital and Intellectual capital section, respectively which forms part this Integrated Annual Report.

### Part C

#### Foreign Exchange Earnings and Outgo for FY 2023-24

	(INR Million)
Earnings	19,509
Outgo	87

## 8. OTHER DISCLOSURES

- I. The Company is not required to maintain cost records, as specified by the Central Government under section 148 of the Act.

Place: Mumbai  
Dated: April 25, 2024

**Note:** All the Annexures referred in the Board's Report form an integral part of the same, unless otherwise stated. The entire Integrated Annual Report along with the Notice convening the AGM is to be read together.

- II. Key initiatives with respect to stakeholder relationship, customer relationship, environment, sustainability, health and safety have been disclosed under respective heads of Corporate Governance Report and Business Responsibility Report.
- III. No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the Financial Year along with their status as at the end of the Financial Year is not applicable.
- IV. The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

## 9. CAUTIONARY STATEMENT

The statements made in this report and Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations and others may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from expectations those expressed or implied. Some factors could make difference to the Company's operations that may be, due to change in government policies, global market conditions, foreign exchange fluctuations, natural disasters etc.

## 10. ACKNOWLEDGEMENTS AND APPRECIATIONS

The Directors place on record their appreciation for the continued co-operation extended by all stakeholders including various departments of Central and State Government, Shareholders, Investors, Bankers, Financial Institutions, Customers, Dealers and Suppliers.

The Board also places on record its gratitude and appreciation of the committed services of the executives and employees of the Company.

For and on behalf of the Board of Directors

**H. V. Goenka**  
Chairman

**ANNEXURE(S) TO BOARD'S REPORT**

A	Information pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
B	Report on Corporate Governance
C	Management Discussion and Analysis Report
D	Business Responsibility and Sustainability Report
E	Secretarial Audit Report (Form MR-3)
F	Annual Report on CSR Activities

**Annexure A to the Board's Report****Information pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr. No.	Name of the Directors / Key Managerial Personnel	Designation	Ratio of remuneration of each director to the median remuneration of the employees of the company <sup>1</sup>	% Increase in the remuneration
1	H. V. Goenka	Chairman	10.69	(46.71)
2	Manish Tandon <sup>2, 3</sup>	CEO and Managing Director	-	-
3	Anant Goenka <sup>6</sup>	Vice-Chairman	7.55	900
4	A. T. Vaswani	Directors	0.75	-
5	Arvind Nath Agrawal			
6	Ketan Dalal			
7	Harsh Mariwala			
8	Ben Druskin			
9	Radha Rajappa			
10	U B Pravin Rao <sup>2, 4</sup>		-	-
11	Sachin Zute	Chief Financial Officer	16.84	36.59
12	Gaurav Tongia	Company Secretary	5.09	(1.36)

**Notes:**

- Median remuneration of the employees is calculated on the basis of remuneration details of permanent employees on India payroll excluding Managing Director.
- Remuneration, if any, received in FY 2023-24 is not comparable with remuneration received, if any, in FY 2022-23 and hence, not stated.
- Manish Tandon also received remuneration from subsidiary Company, Zensar Technologies Inc., details of which are as provided in notes to Financial Statements.
- U B Pravin Rao was appointed as Non-Executive –Independent Director of the Company effective from September 26, 2022.
- Further details are set out in Note No. 35(B) of Notes to Consolidated Financial Statements.
- Anant Goenka was appointed as Vice Chairman of the Company w.e.f. January 23, 2023. Anant has been devoting significant time and effort on Zensar's business strategy and improving connects at leadership levels with major prospective clients. His oversight and strategic contributions as Vice Chairman have led to several improvements in the company's operations. The Board and the NRC recognized his efforts and accordingly the commission he was receiving as a director was revised in line with the recommendations made by the NRC. Anant Goenka being a member of the NRC at that time and being interested, did not participate in the respective agenda item. Further, the Chairman and Vice Chairman do not participate in any item pertaining to their remuneration at Board meeting. Since remuneration paid for the year 2023-24 is in the current capacity as Vice Chairman, the percentage increase / decrease in the remuneration is not comparable.
- The remuneration to Directors is as per the remuneration policy of the Company and within the overall limits approved by the shareholders of the Company, as applicable.

For and on behalf of the Board of Directors

Place: Mumbai  
Dated: April 25, 2024**H. V. Goenka**  
Chairman



# Annexure B to the Board's Report

## REPORT ON CORPORATE GOVERNANCE

### Company's Corporate Governance Philosophy

Our Corporate Governance philosophy is aimed at conducting business ethically, efficiently in a transparent manner, enhancing investor trust and fulfilling responsibilities towards stakeholders. Key elements of Corporate Governance for us are independence, transparency, accountability, responsibility, compliance, ethics, values, and trust. We believe that such Corporate Governance is vital for stability, profitability, and desired growth of the business and this anchors our every action.

A report, *inter-alia*, in line with the requirements of Listing Regulations for the Financial Year ended March 31, 2024, is given below:

### 1. Board of Directors

#### A. Size and composition of the Board:

The Board of the Company comprises of prudent mix of Executive and Non-Executive Directors. Out of the total strength of ten Directors as on March 31, 2024, seven Directors are Non-Executive Independent Directors, two are Non-Executive, Non-Independent Directors and one is Executive Director. The Chairman of the Company is a Non-Executive Director. The Board of Directors is diverse and each of the Directors add value and bring independent, holistic, and multifaceted view, in the decision-making process.

Based on the requisite certifications/affirmations received from respective directors, their directorships and committee memberships/chairmanships are within permissible limits.

#### B. Board Meetings:

The Board of Directors of the Company met 5 times during FY 2023-24 as stated below, along with the attendance at the Board Meeting(s) and AGM. Board Meetings in FY 2023-24 were held physically and/or via Video Conferencing:

Name of Director	Meeting Attendance						% of Attendance
	AGM August 10, 2023	May 11, 2023	July 20, 2023	October 17, 2023	January 22, 2024	March 21, 2024	
H. V. Goenka							100%
Anant Goenka							100%
Manish Tandon							100%
A. T. Vaswani							100%

During the year, there were no transition in the Board of Directors and Key Managerial Personnel(s) of the Company. However, the Board at its meeting dated April 25, 2024 noted the following change in Directors(s) and Key Managerial Personnel(s):

- Ensuing completion of term of directorship of Arvind Nath Agrawal on April 30, 2024, he would cease to be a Director of the Company and the Chairman/Member of the respective Committee(s) of the Board w.e.f. close of business hours on April 30, 2024. He would also cease to be a Director of Zensar Technologies UK Limited, a subsidiary of the Company.
- The term of five years of Radha Rajappa, Independent Director, would expire on August 5, 2024. A proposal for her re-appointment for the second term is being placed before the Shareholders for approval.
- Radha Rajappa, Independent Director of the Company has been appointed as the Director on the Board of Zensar Technologies UK Limited, a wholly owned material subsidiary of the Company, w.e.f. May 1, 2024.
- Sachin Zute, resigned as the Chief Financial Officer w.e.f. the close of business hours on May 3, 2024, owing to personal reasons.

Except H. V. Goenka and Anant Goenka, none of the Directors are related to each other.

Name of Director	Meeting Attendance						% of Attendance
	AGM August 10, 2023	May 11, 2023	July 20, 2023	October 17, 2023	January 22, 2024	March 21, 2024	
Ketan Dalal							86%
Ben Druskin							100%
Harsh Mariwala							100%
Arvind Nath Agrawal							100%
Radha Rajappa							100%
Pravin Udhyavara Bhadya Rao							100%

Chairman Present in person or through Audio-Visual Means Absent

Note:

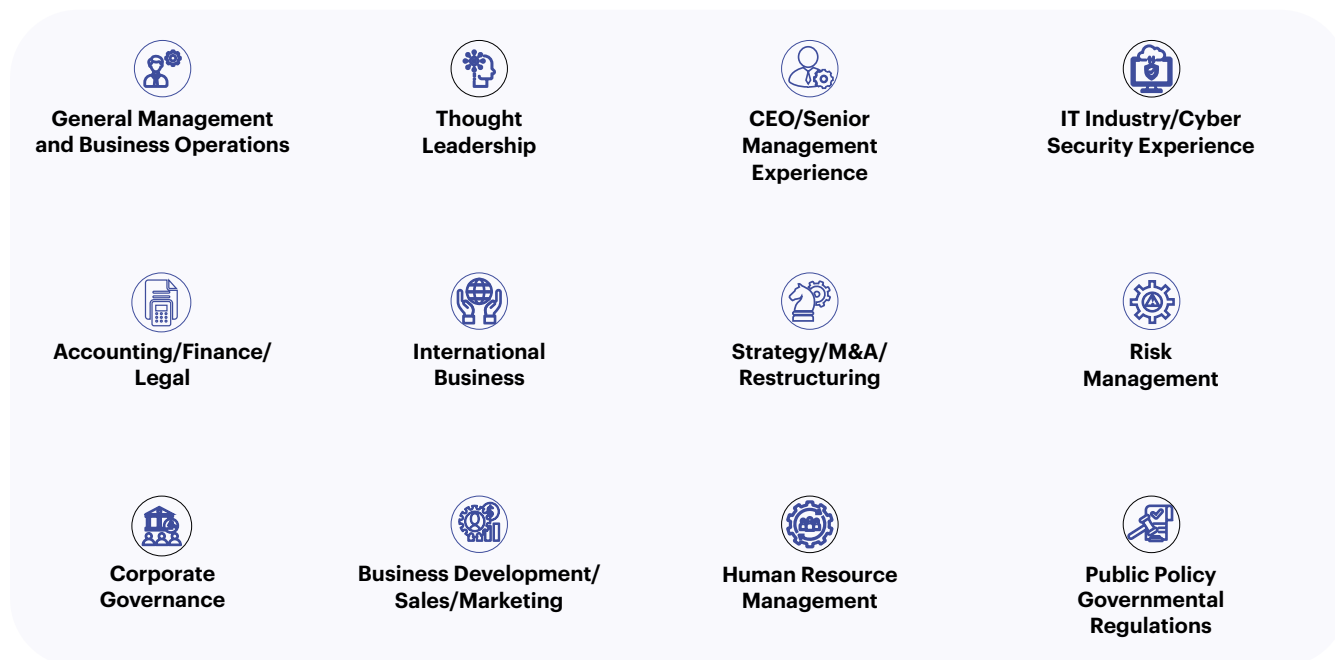
The composition of the Board and other Directorship(s) / Membership(s) of Committees held by respective Directors, as on March 31, 2024, is set out below (excluding memberships held in Zensar Technologies Limited, Private Limited Companies, Foreign Companies, and Companies registered under Section 8 of the Act). Memberships/Chairmanships of only Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies (excluding Zensar Technologies Limited) are considered (Membership includes Chairmanship):

### Board of Directors

Director	Category	Shareholding	Board Memberships		No. of Membership/Chairpersonship in other Board Committees		Skills/Area of expertise
			Indian Listed companies	Indian Unlisted companies	Chairmanship	Membership	
H. V. Goenka	Chairman, Non-Executive, Non-Independent Director	149,990 (Apart from this, also holds shares of the Company, in the capacity of Trustee, as detailed in the Board's Report)	<ol style="list-style-type: none"> <li><b>CEAT Limited</b> Chairman, Non-Executive, Non-Independent Director</li> <li><b>KEC International Limited</b> Chairman, Non-Executive, Non-Independent Director</li> <li><b>RPG Life Sciences Limited</b> Chairman, Non-Executive, Non-Independent Director</li> </ol>	<ol style="list-style-type: none"> <li><b>RPG Enterprises Limited</b> Non-Executive Director</li> <li><b>Spencer International Hotels Limited</b> Non-Executive Director</li> </ol>	NA	    	







Directors of the Company are appointed based on their specific skill(s), knowledge, and experience, which would help in plugging gap(s) on the Board, if, as and when the same occurs. The Company believes that it is important to acknowledge that not all Directors will possess each of the skills, but the Board as a whole, must possess them. In details above, the core areas of skills/expertise/competence of individual Board members are indicated and it does not necessary reflect a binary representation.

### C. Independent Directors

Independent Directors play a significant role in the governance processes of the Board and bring diversity in Board's decision making. The appointment of Independent Director(s) is carried out in a manner in accordance with the provisions of the Act and SEBI Regulations. The Nomination and Remuneration Committee identifies candidates and takes into consideration various factors including the need to diversify and accordingly makes recommendations to the Board. The Independent Directors are appointed for a term not exceeding five years, at a time, as per the requirements of the Act and SEBI Regulations. In the opinion of the Board, all the Independent Directors fulfil the prescribed conditions and are independent of the Management.

### D. Information placed before the Board:

Agenda papers along with detailed notes are circulated prior to the meeting(s). Information as required under SEBI Regulations are made available to the Directors from time to time. Further, periodic Compliance Reports/Certificates with respect to applicable laws, are placed before the Board of Directors for its review/noting. The Company did not have any material pecuniary relationship or transactions with its Non-Executive and/or Independent Directors *per-se* during the year under review, except payment of sitting fees and commission as disclosed in this report.

## 2. Audit Committee

The Board vide its meeting held on April 25, 2024, reconstituted the Audit Committee and accordingly Ketan Dalal was appointed as Chairman and U B Pravin Rao and Ben Druskin were appointed as member(s) effective May 1, 2024.

The constitution is as below:

Composition and Meeting Attendance								
Name of Director	Meeting Dates							
	May 10, 2023	June 7, 2023	July 19, 2023	September 12, 2023	October 16, 2023	November 29, 2023	January 22, 2024	March 20, 2024
A. T. Vaswani								
Arvind Nath Agrawal								
Ketan Dalal								
U. B. Pravin Rao	NA							
Ben Edward Druskin	NA							

Chairman     
 Present in person or through Audio-Visual Means     
 Absent

The term of Arvind Nath Agrawal, Independent Director, will get over on close of business hours on April 30, 2024

The Meetings are also attended by the Chief Financial Officer, Global Financial Controller, Statutory Auditors, and Internal Auditors (including executives from Internal Audit Department of the Company). Chief Executive Officer and other executives of the Company also attend the meeting, as and when required. The Company Secretary acts as the Secretary to the Audit Committee.

The Chairman of the Audit Committee attended the 60<sup>th</sup> Annual General Meeting held on August 10, 2023, through VC/OAVM.

Terms of reference of the Audit Committee covers the areas as contemplated under Section 177 of the Act and Regulation 18 of the Listing Regulations, as applicable, besides other terms as referred by the Board of Directors.


The Terms of reference includes oversight of the Company's financial reporting process and disclosure of financial information to ensure that the Financial Statements are correct, sufficient and credible; recommending the appointment, re-appointment, remuneration and terms of appointment of auditors and approval of payment for any other services rendered by Statutory Auditors; reviewing with the management quarterly results and annual Financial Statements before submission to the Board of Directors for approval; or any subsequent modification of any transactions of the Company with related parties; review and monitor the auditor's independence and performance and effectiveness of audit process; scrutiny of inter-corporate loans and investments, if any; evaluation of internal financial controls and risk management system; reviewing the functioning of the vigil mechanism/whistle blower policy; reviewing the internal controls to ensure compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") and verifying that the system for internal control under PIT Regulations are adequate and are operating effectively.





## 3. Nomination and Remuneration Committee

The Board vide its meeting held on April 25, 2024, reconstituted the Nomination and Remuneration Committee and accordingly U B Pravin Rao was appointed as Chairman and Radha Rajappa was appointed as member effective May 1, 2024.

The constitution is as below:

Composition and Meeting Attendance					
Name of Director	Meeting Dates				
	May 9, 2023	June 1, 2023	July 20, 2023	September 20, 2023	December 12, 2023
A. T. Vaswani					NA
Arvind Nath Agrawal					
Anant Goenka					

Composition and Meeting Attendance					
Name of Director	Meeting Dates				
	May 9, 2023	June 1, 2023	July 20, 2023	September 20, 2023	December 12, 2023
Ketan Dalal			NA		
U. B. Pravin Rao			NA		
Radha Rajappa					

 Chairman   Present in person or through Audio-Visual Means  Absent

A.T. Vaswani ceased to be the member of Committee effective October 18, 2023 and Ketan Dalal appointed as member of the committee while Arvind Nath Agrawal appointed as Chairperson of the committee effective said date. The term of Arvind Nath Agrawal, Independent Director, will get over on close of business hours on April 30, 2024.

Chief Executive Officer and other executives of the Company also attend the meeting(s) as and when required. The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

Terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Section 178 of the Act and Regulation 19 of the Listing Regulations, besides other terms as referred by the Board of Directors.

The terms of reference includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the nomination and remuneration for the Directors, Key Managerial Personnel and other employees; formulation of criteria for evaluation of Independent Non-Executive Directors and the Board as a whole; devising a policy on diversity of Board of Directors; and identification of persons who are qualified to become Directors and who may be appointed in the senior management in accordance with the criteria laid down, and recommending to the Board of Directors their appointment, removal and noting their cessation; recommendation on extension or continuation of the terms of appointment of the Independent Non-Executive Directors; and recommendation to the Board of Directors of all remuneration, in whatever form, payable to the senior management.

#### Senior Management personnel (SMPs):

Total number of Senior Management Personnel were 10 as on March 31, 2024.

During the year under review, following transitions were noted amongst the Senior Management Personnel (SMPs):

Name of SMPs	Date of Resignation/ Induction
Samir Gosavi	October 2, 2023
Manikandesh Venkatachalam	October 19, 2023
Sandeep (Sandy) Sharma	March 31, 2024
Pratik Maroo (Inducted)	April 1, 2024

#### A. Nomination & Remuneration Policy:

The policy, *inter-alia*, on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under the Act. It was amended during the year and is available on the website of Company at <https://www.zensar.com/sites/default/files/investor/policiesreportsfillings/Nomination%20and%20Remuneration%20Policy.pdf>

#### B. Details of Remuneration of Directors:

##### i. Details of Remuneration of Chief Executive Officer and Managing Director:

Manish Tandon, Chief Executive Officer and Managing Director is paid remuneration as per terms recommended/approved by the Nomination and Remuneration Committee, Board of Directors and/or Members of the Company and as set out in the Note No. 35(B) of Notes to Consolidated Financial Statement, appended herein.

As on March 31, 2024, Manish Tandon held NIL Equity Shares of the Company. He holds 907,593 Performance Award Units (PAUs)/ESOPs granted under 'Zensar Technologies Limited – Employee Performance Award Unit Plan 2016' (EPAP 2016) which vested/are due for vesting in FY 2024, FY 2025, FY 2026 & FY 2027.

The key details of service contracts and notice period are as under:

Name	Service contract(s)/period	Notice period
Manish Tandon, Chief Executive Officer and Managing Director	5 year(s), from January 23, 2023	Three months' notice

##### ii. Details of Remuneration to Non-Executive Directors:

Non-Executive Directors are paid sitting fees for attending meetings of the Board/Committee within the limits as prescribed under the Act.

The Nomination and Remuneration Committee (NRC) decides the basis for determining the compensation, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC takes into consideration various factors such as director's participation in Board and Committee meetings during the year under review, other responsibilities undertaken, such as membership(s) or chairmanship(s) of Committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Act and SEBI Regulations. The Board determines the compensation to Non-Executive Directors within the overall limits permitted by Members.

The Non-Executive Directors are paid sitting fees as below:

(Amount in INR)

Sr. No.	Type of Meeting	Sitting fees per meeting per director
1	Board Meeting	100,000
2	Audit Committee Meeting*	75,000
3	Nomination & Remuneration Committee*	45,000
4	Sustainability & CSR Committee and Risk Management Committee*	35,000
5	Stakeholder Relationship Committee and M&A Committee	25,000
6	Banking Committee	5,000

\*Sitting fees for Audit Committee, increased from INR 50,000 to INR 75,000 w.e.f. January 22, 2024.

^Sitting fees for Nomination & Remuneration Committee increased from INR 35,000 to INR 45,000 w.e.f. January 22, 2024.

#Sitting fees for Risk Management Committee increased from INR 25,000 to INR 35,000 w.e.f. January 22, 2024.

The members of the Company at 55<sup>th</sup> Annual General Meeting of the Company held on August 08, 2018, approved payment of a sum not exceeding 3% per annum of the net profits of the Company for the respective financial year, calculated, *inter-alia*, in accordance with the provisions of Section 198 of the Act as commission to the Non-Executive Directors.

#### Remuneration of Non-Executive Directors:

(Amount in INR)

Sr. No.	Name of the Director	Sitting fees paid during/ for FY 2023-24	Commission paid during 2023-24 for FY 2022-23
1	H. V. Goenka	500,000	17,000,000
2	Anant Goenka	710,000	12,000,000
3	A.T. Vaswani	1,320,000	1,200,000
4	Ketan Dalal	970,000	1,200,000
5	Ben Druskin	500,000	1,200,000
6	Harsh Mariwala	500,000	1,200,000
7	Arvind Nath Agrawal	1,355,000	1,200,000
8	Radha Rajappa	500,000	1,200,000
9	Pravin Udhayavara Bhadya Rao	500,000	700,000
10	Venkatesh Kasturirangan*	-	1,200,000
<b>Total</b>		<b>6,855,000</b>	<b>38,100,000</b>

\*Mr. Venkatesh Kasturirangan ceased to be a Director effective March 31, 2023.

H. V. Goenka, is liable to retire by rotation in terms of Section 152 of the Act and being eligible, offers himself for re-appointment. There were no pecuniary relationships or transactions, other than aforesaid remuneration between the Non-Executive Directors and the Company. Details of Related Party Transactions/Engagements with Non-Executive Directors or with the Firm(s)/Company(ies) where the Non-Executive Directors may have interest form part of Notes to the Financial Statements herein/website of the Company.

#### C. Performance evaluation of the Board and individual Directors:

Pursuant to the provisions of the Act and SEBI Regulations, the Board has carried out the annual performance evaluation of its own performance, as well as the evaluation of working of its Committees respectively. A structured questionnaire considering inputs received from the Directors including Independent Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligation and governance etc. is used for the purpose. The evaluation of the performance of individual Directors, including, Independent Directors, was carried out, *inter-alia*, by the Nomination and Remuneration Committee as per the relevant regulations.



#### 4. Stakeholders' Relationship Committee

During the year under review, the Committee meeting was held on November 29, 2023 wherein A.T. Vaswani, Chairperson and Arvind Nath Agrawal, Member were present and leave of absence was granted to Manish Tandon.

The Board vide its meeting held on April 25, 2024, reconstituted the Stakeholders' Relationship Committee accordingly U. B. Pravin Rao appointed as Chairman of the Committee effective May 1, 2024.

The term of Arvind Nath Agrawal, Independent Director, will get over on close of business hours on April 30, 2024.

The Stakeholders Relationship Committee oversees, redressal of investor grievances, transfer/transmission of shares, issue of duplicate shares, recording dematerialization/rematerialization of shares and related matters. The roles and responsibilities of the Committee are as prescribed under applicable statutes and as stipulated by the Board of Directors from time to time.

Terms of reference of the Stakeholders Relationship Committee covers the areas as contemplated under Regulation 20 of the Listing Regulations and Section

178 of the Act, besides other terms as referred by the Board of Directors.

#### A. Status of shareholders complaints/enquiries for FY 2023-24 is set out below:

Nature of Complaint	FY 2023-24	
	Received	Resolved
Non-receipt of DEMAT rejection documents	0	0
Non-receipt of Share Certificate	54	54
Non-receipt of Share Certificate after Transfer	0	0
Non-receipt of Dividend Warrant	411	410
NSE-Complaints	0	0
SEBI	0	0
<b>Total</b>	<b>465</b>	<b>464*</b>

\*There was 1 pending request as on March 31, 2024, which was resolved on April 4, 2024.

#### B. Compliance Officer/Address for Communication

Gaurav Tongia  
Company Secretary and Compliance Officer,  
Zensar Technologies Ltd.  
Zensar Knowledge Park, Kharadi, Plot No. 4, MIDC, Off Nagar Road, Pune 411 014, India.  
Phone No. (020) 66074000,  
Fax No: (020) 66074433,  
Email: [investor@zensar.com](mailto:investor@zensar.com)

#### 5. Sustainability and Corporate Social Responsibility Committee:

The Board vide its meeting held on April 25, 2024, reconstituted the Sustainability and Corporate Social Responsibility Committee and accordingly Anant Goenka was appointed as Chairman and Radha Rajappa and Ben Druskin were appointed as member(s) effective May 1, 2024.

The constitution is as below:

Name of Director	Meeting Dates		
	May 9, 2023	November 21, 2023	March 13, 2024
Arvind Nath Agrawal			
A. T. Vaswani			
Anant Goenka	NA		
Manish Tandon			NA
Ben Druskin			NA
Radha Rajappa			NA

Chairman of the Committee    Present in person or through Audio-Visual Means    Absent

The term of Arvind Nath Agrawal, Independent Director, will get over on close of business hours on April 30, 2024.

The Sustainability and Corporate Social Responsibility Committee oversees, *inter-alia*, sustainability and corporate social responsibility and other related matters as may be referred by the Board of Directors and discharges the roles as prescribed under Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, ("CSR Rules").

#### 6. Risk Management Committee:

The Board vide its meeting held on April 25, 2024, reconstituted the Risk Management Committee and accordingly Radha Rajappa was appointed as Chairperson and U B Pravin Rao was appointed as member effective May 1, 2024.

The constitution is as below:

Name of Director	Meeting Dates			
	May 9, 2023	July 7, 2023	October 30, 2023	February 12, 2024
A. T. Vaswani				
Ketan Dalal				
Arvind Nath Agrawal				
Radha Rajappa				NA
U. B. Pravin Rao				NA

Chairman    Present in person or through Audio-Visual Means    Absent

The term of Arvind Nath Agrawal, Independent Director, will get over on close of business hours on April 30, 2024

Terms of reference of the Risk Management Committee covers the areas as contemplated under Regulation 21 of the Listing Regulations and includes formulating a detailed Risk Management Policy, monitoring, reviewing and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred by the Board of Directors from time to time.

#### 7. Banking Committee:

The Board vide its meeting held on April 25, 2024, reconstituted the Banking Committee and accordingly Ketan Dalal was appointed as member effective May 1, 2024.

The constitution is as below :

Name of Director	Meeting Dates		
	July 10, 2023	September 28, 2023	February 6, 2024
A.T. Vaswani			
Arvind Nath Agrawal			
Ketan Dalal			NA

Chairman    Present in person or through Audio-Visual Means    Absent

The term of Arvind Nath Agrawal, Independent Director, will get over on close of business hours on April 30, 2024.

The Board has constituted the Banking Committee and delegated matters, *inter-alia*, regarding opening and closing of bank accounts in India and abroad, change in signatories to existing bank accounts, review of treasury operations, etc.

## 8. M&A Committee:

Board constituted M&A Committee in order to inter-alia, explore and screen acquisition targets/disposal decisions, hold discussions with domain knowledge experts, review the targets on suitable parameters etc. The Committee includes Ben Druskin, Chairman and Radha Rajappa, Anant Goenka and Manish Tandon as members. No meeting of the Committee held during the period under review.

The details of terms of reference of all the Board Committees are available on the Company's website, at <https://www.zensar.com/sites/default/files/Terms-of-reference.pdf>

## 9. Meeting of Independent Directors:

During the year under review, the Independent Directors met on March 6, 2024, *inter alia*, to discuss matters as prescribed under the Act and Listing Regulations. All the Independent Directors except Ben Druskin were present at the meeting.

## 10. Code of Conduct:

The Board of Directors of the Company has laid down Code of Conduct for Directors and Senior Management

Personnel of the Company. This Code of Conduct is available on Company's website [www.zensar.com](http://www.zensar.com). The Directors and Senior Management have affirmed their compliance with the Code of Conduct for FY 2023-24. A declaration from the Chief Executive Officer and Managing Director confirming the above, is annexed to this report, as Annexure I.

## 11. Familiarization Program for Independent Directors:

Periodic familiarization sessions are held which provide an opportunity to the Independent Directors to interact with the Senior Officials of the Company and help them understand Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources etc. Further, external experts are also invited to make presentations about business landscape and emerging trends.

The details of the Familiarisation Program are available on Company's website: <https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/FamiliarisationSheet-programmes.pdf>

## 12. Details of previous Annual General Meetings and special resolutions passed at such Annual General Meetings:

Particulars	Financial Year 2020-21	Financial Year 2021-22	Financial Year 2022-23
Date and Time	September 28, 2021, at 3.00 p.m.	July 27, 2022, at 3.30 p.m.	August 10, 2023, at 11.00 a.m.
	(a) Approval for payment of Commission to Non-Executive Director(s)	(a) Re-appointment of Ketan Arvind Dalal (DIN: 00003236) as Non-Executive, Independent Director of the Company, not liable to retire by rotation. (b) Re-appointment of Ben Edward Druskin (DIN: 07935711) as Non-Executive, Independent Director of the Company, not liable to retire by rotation. (c) Re-appointment of Harsh Charandas Mariwala (DIN: 00210342) as Non-Executive, Independent Director of the Company, not liable to retire by rotation. (d) Approval for payment of Commission to Non-Executive Director(s)	No special resolution was passed in this Meeting.
Venue	Zensar Knowledge Park, Plot # 4, Kharadi MIDC, Off Nagar Road, Pune 411 014*		

\*Pursuant to relevant MCA exemptions, the aforesaid AGMs were conducted by way of video conferencing/other audio-visual means.

## 13. Disclosures

### A. Related Party Transactions:

The transactions with the related parties are disclosed *inter alia*, in the Note No. 28 of notes to standalone Financial Statements in compliance with Accounting Standard 18 relating to "Related Party Disclosures" and the Act read with Rules thereunder and SEBI Regulations. The Board has approved a 'Policy on Related Party Transactions', web link of which forms part of the Board's Report.

### B. Statutory Compliance, Penalties and Strictures:

There were no instances of material non-compliance and imposition of strictures or penalties on the Company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital markets during the last three years.

### C. Disclosure relating to Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

The Board of Directors has adopted Whistle Blower Policy. All employees of the Company are free to approach the Audit Committee of the Company and none of them has been denied access to the Audit Committee during the year under review. Weblink of the said Whistle Blower Policy forms part of Board's Report.

### D. The details of the fees paid to the Statutory Auditors of the Company:

The details of the total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor amounts to INR 28 million for FY 2023-24.

### E. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all mandatory requirements laid down by SEBI Regulations. Specifically, the Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI Regulations.

### F. Confirmation by the Board of Directors' acceptance of recommendation of mandatory committees:

The Board of Directors confirms that during the year under review, it has accepted all recommendations received from its mandatory committees.

## 14. Means of Communication

Key disseminations	Means
Quarterly, half-yearly and annual consolidated financial results	Widely circulated newspapers such as Financial Express and Loksatta and/or Company's website <a href="http://www.zensar.com">www.zensar.com</a>
Press meets/Analyst's meets to apprise and disseminate information relating to Company's working and performance. The transcripts of the same are uploaded on the Company's website	
Official Press releases	
Financial Results and presentations made to institutional investors or analysts	
Quarterly investor updates	

- Requests are sent to shareholders, *inter alia*, for registering their e-mail IDs, in order to smoothen the communication flow.
- The investors can contact the Company on the e-mail id: [investor@zensar.com](mailto:investor@zensar.com)
- Management Discussion and Analysis forms part of this Annual Report.
- The Company has as per Green initiatives taken by Ministry of Corporate Affairs, invites the members to register their e-mail addresses with the Company by following the procedure mentioned in the Notice of AGM, so that all communications including the Notice calling the Annual General Meeting and other General Meeting of the members along with explanatory statement(s) thereto, Financial Statements, Board's reports, Auditor's Reports etc., can be sent to them in electronic mode.

## 15. General Shareholder information:

- Annual General Meeting:** The Company is conducting this 61<sup>st</sup> Annual General Meeting (AGM) through VC/OAVM, pursuant to, *inter-alia*, the general circular number 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs and circular number SEBI/HO/DDHS/P/CIR/2023/0164 dated October 7, 2023, issued by SEBI. The detailed instruction(s) for participation and voting at the meeting are available in the notice convening the AGM and on the website of the Company [www.zensar.com](http://www.zensar.com)



ii. **Financial Year:** April 1 to March 31.

iii. **Record Date:** The Company has fixed Friday, July 19, 2024 as the record date for determination of entitlement for payment of Final Dividend.

iv. **Dividend payment during FY 2023-24:**

Sr. No.	Dividend Payment Details	Interim Dividend FY 24	Final Dividend FY 23
1	Rate of Dividend Declared	INR 2.00 per equity share of INR 2.00 each	INR 3.50 per equity share of INR 2.00 each
2	Date of Declaration	January 22, 2024	August 10, 2023

v. **Financial calendar (tentative and subject to change):**

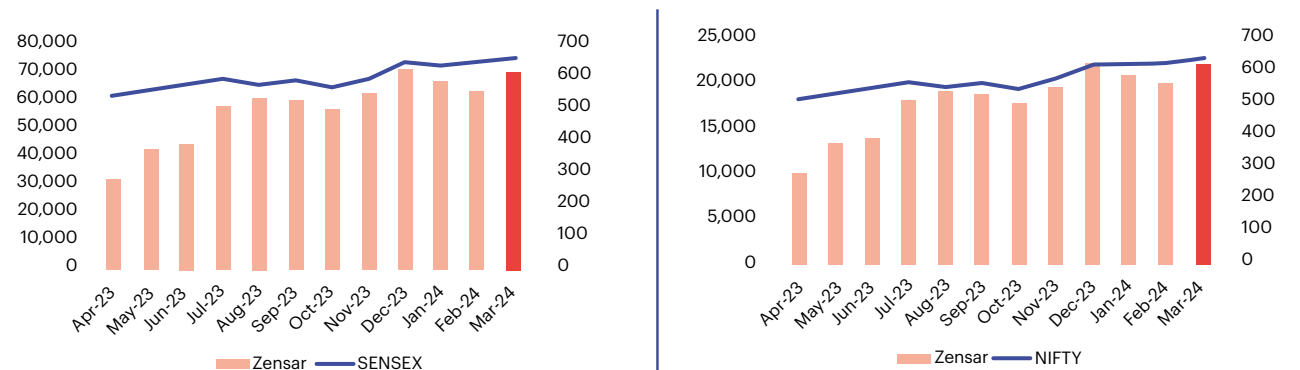
Event	Latest by
Financial reporting for the quarter ending June 30, 2024	August 14, 2024
Financial reporting for the quarter ending September 30, 2024	November 14, 2024

vii. **Market Price Data**

Period	BSE Limited					NSE Limited				
	High	Low	Close	Total Traded Quantity	Sensex	High	Low	Close	Total Traded Quantity	Nifty
Apr-23	290.90	259.65	277.85	6,81,895	61,112.44	279.75	276.05	278.25	4,29,798	18,065.00
May-23	389.60	278.50	370.00	44,16,834	62,622.24	374.75	363.95	369.65	11,28,661	18,534.40
Jun-23	418.55	367.75	386.65	23,13,277	64,718.56	394.20	383.00	386.95	11,10,102	19,189.05
Jul-23	504.70	381.20	496.55	41,85,195	66,527.67	504.45	486.50	497.40	25,86,117	19,753.80
Aug-23	533.90	467.90	526.75	21,53,674	64,831.41	534.85	499.00	526.95	32,11,278	19,253.80
Sep-23	575.00	504.15	518.00	16,25,441	65,828.41	522.40	512.10	517.40	6,61,065	19,638.30
Oct-23	576.60	456.00	489.80	16,78,561	63,874.93	499.20	486.65	490.05	6,08,729	19,079.60
Nov-23	557.20	480.00	537.95	14,83,598	66,988.44	539.80	527.05	538.45	7,36,852	20,133.15
Dec-23	643.95	513.95	610.55	37,11,301	72,240.26	624.30	606.85	610.65	12,88,502	21,778.70
Jan-24	626.45	540.05	573.55	22,52,248	71,752.11	578.00	563.05	574.25	8,19,183	21,725.70
Feb-24	608.00	519.30	548.60	12,82,961	72,500.30	555.00	540.10	549.60	7,84,335	21,982.80
Mar-24	621.95	512.80	605.40	14,72,566	73,651.35	622.00	597.80	606.75	14,46,556	22,326.90

Source -: BSE Ltd. ([www.bseindia.com](http://www.bseindia.com)) and NSE Ltd. ([www.nseindia.com](http://www.nseindia.com))

The performance chart(s) showing Share Price of the Company in comparison with SENSEX as well as Nifty during FY 2023-24 is as below:



Event	Latest by
Financial reporting for the quarter ending December 31, 2024	February 14, 2025
Financial reporting for the quarter ending March 31, 2025, along with Audited Annual Accounts for FY 2024-25	May 30, 2025
62 <sup>nd</sup> Annual General Meeting for the year ending March 31, 2025	September 30, 2025

vi. **Listing on Stock Exchanges:** The Company's Equity Shares are listed on the following Stock Exchanges:

- BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 (BSE)
- National Stock Exchange of India Ltd., Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block, Bandra – Kurla Complex Bandra (E), Mumbai 400 051 (NSE)

BSE	504067
NSE	ZENSARTECH
ISIN in NSDL and CDSL	INE520A01027

The Company duly pays the listing fees for respective financials years.

viii. **Registrar and Share Transfer Agent (RTA):** All shareholders' correspondence may directly be addressed to the RTA, at the address given below: -

**KFin Technologies Limited**

Address: Selenium Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500032, India

The details of the concerned person in KFin Technologies Limited are as under: -

Name	Telephone no.	E-mail ID	Toll Free No.
Ratna Babu Vagolu	+91 40 67161571	<a href="mailto:ratna.babu@kfintech.com">ratna.babu@kfintech.com</a>	1800 309 4001

ix. **Share Transfer System:** In terms of listing regulations, the equity shares of the Company can only be transferred in dematerialised form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e., National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL], within the statutory time limit from the date of receipt of share certificates/ letter of confirmation after due verification.

The Stakeholders Relationship Committee considers requests for transfers, transmission of shares, issue of duplicate certificates (Letter of Confirmation), issue of certificates on split/consolidation/renewal etc. and the same are processed and delivered, if the documents are complete in all respects. In compliance with the SEBI Regulations, these processes are certified by a practicing Company Secretary on yearly basis.

x. **Distribution Schedule:**

No. of equity Shares held	As on March 31, 2024			
	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	210,453	95.36	12,445,778	5.49
501 - 1000	5,457	2.47	4,285,008	1.89
1001 - 2000	2,529	1.15	3,788,501	1.67
2001 - 3000	799	0.36	2,030,428	0.90
3001 - 4000	337	0.15	1,200,829	0.53
4001 - 5000	260	0.12	1,220,405	0.54
5001 - 10000	366	0.17	2,669,368	1.18
10001 and above	495	0.22	198,992,874	87.80
<b>Total:</b>	<b>220,696</b>	<b>100.00</b>	<b>226,633,191</b>	<b>100.00</b>

xi. **Dematerialisation of shares and liquidity:** The shares of the Company are in compulsory dematerialized mode. The status of dematerialization of shares as on March 31, 2024 is as under:

Particulars	No. of shares	% of issued capital
Held in dematerialised form in NSDL	209,650,643	92.51
Held in dematerialised form in CDSL	15,892,796	7.01
Physical	1,089,752	0.48
<b>Total</b>	<b>226,633,191</b>	<b>100.00</b>

xii. **Shareholding pattern:**

Category	As on March 31, 2024			
	No. of Shareholders	% Shareholders	No. of Shares held	% Shareholding
Promoters	15	0.01	111,443,270	49.17
Mutual Funds, Financial Institutions/ Banks, Alternate Investment Funds, Insurance Companies, FIs, Foreign Portfolio Investors, NBFCs registered with RBI	87	0.04	39,743,428	17.54
Individual Shareholders	213,950	96.94	30,797,902	13.59
Bodies Corporate	625	0.28	3,708,011	1.64
NRI's & Overseas Corporate Bodies	3,843	1.74	38,898,049	17.16
IEPF	1	0.00	1,195,232	0.53
Public Others	2,175	0.99	847,299	0.37
<b>Total</b>	<b>220,696</b>	<b>100.00</b>	<b>226,633,191</b>	<b>100.00</b>

**xiii. Outstanding GDRs/ADRs/ Warrants/ESOPs or any Convertible instruments:**

As of March 31, 2024, the Company does not have any outstanding convertible instruments, which are likely to have an impact on the equity of the Company except Stock Options granted under, the 2002 Employees Stock Option Plan, the 2006 Employees Stock Option Plan and Employee Performance Award Unit Plan, 2016, details of which have been disclosed in the Board's Report.

**xiv. Commodity Price Risk, Foreign exchange risks and hedging activities:**

The Company does not have any exposure to commodity price risk. Further, the Company manages the foreign exchange risk as per the Board approved policy. The foreign exchange and hedging details form part of the Notes to Financial Statements.

**xv. Credit Rating:**

ICRA has reaffirmed the credit rating of A1+ for short term and AA+ for long term. As on March 31, 2024, there are no outstanding borrowing(s), by the Company.

**xvi. Secretarial Standards issued by the Institute of Company Secretaries of India:**

The Company complies with the mandatory Secretarial Standards, as applicable.

**Disclosure with respect to shares lying in suspense account:**

Particulars	Shareholders	Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year i.e., as on April 1, 2023	149	52,680
Number of shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year	Nil	Nil
Number of shareholders to whom the shares were transferred from the Unclaimed Suspense Account during the year	Nil	Nil
Number of shares transferred to IEPF Authority Demat A/C during the year	16	2,955
Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account at the end of the year i.e., as on March 31, 2024	133	49,725

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

**xvii. Nomination:**

Members can avail of nomination facility. Blank nomination forms are available on the website <https://www.zensar.com/about/investors/investors-relation?result=Notices#Shareholder-Information>

**xviii.** All policies and codes as required to be disclosed are available on the website of the Company, *inter alia*, on the following link: <https://www.zensar.com/investor/corporate-governance>

**xix. Other Shareholders related information:****Provision of the Listing Regulations with respect to Unclaimed Shares**

Regulation 39(4) of Listing Regulations read with Schedule VI "Manner of dealing with Unclaimed Shares", requires Companies to dematerialize such shares which have been returned as "Undelivered" by the postal authorities and hold these shares in an "Unclaimed Suspense Account" to be opened with either one of the Depositories viz. NSDL or CDSL. All corporate benefits on such shares viz. bonus, dividends etc. shall be credited to the unclaimed suspense account, for a period of seven years and thereafter be transferred in accordance with the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules) read with Section 124(6) of the Act.

**16. Disclosures as per Clause C of Schedule V of Listing Regulations:**

A. Web link for policy for determining 'material' subsidiaries: [https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Policy\\_on\\_Material\\_Subsiidiaries\\_0.pdf](https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Policy_on_Material_Subsiidiaries_0.pdf)

B. The details of the operational business locations in India are as below:

Sr No	Location
1	Plot #4, MIDC, Off Nagar Road, Zensar Knowledge Park, Kharadi, Pune 411 014, Maharashtra, India.
2	EON Phase II 4 <sup>th</sup> Floor in Tower B of EON SEZ Phase II, S. No.72/2/1, Kharadi, Pune - 411 014, Maharashtra, India.
3	4 <sup>th</sup> Floor, E PARK, South Tower, Plot No. 3 /1, Zensar Knowledge Park, MIDC, Kharadi, Pune, Maharashtra, India
4	2 <sup>nd</sup> Floor, Magnet House, Narottam Morarjee Marg, Ballard Estate, Mumbai – 400 001, India.
5	Cessna Office Cessna Business Park, SEZ, Building 11, 2 <sup>nd</sup> Floor Kadubeesnahalli Village, Varthur Hobli Outer Ring Road Bengaluru East Taluk, Bengaluru 560087
6	Satellite office - 2 <sup>nd</sup> floor, IndiQube Miniforest, No. 58,58/1, 1 <sup>st</sup> main road, J. P. Nagar 3 <sup>rd</sup> phase, Bengaluru 560076, Karnataka, India
7	Satellite office - INNOV8, Millenia Business Park, Campus -1A, 9/1A, 2 <sup>nd</sup> Floor, MGR Main Road, Kodandarama Nagar, Perungudi, Chennai 600096, Tamil Nadu, India.
8	Hyderabad DLF Office Part of 1 <sup>st</sup> Floor, Block 3, DLF Assets Pvt Ltd, DLF Cyber City, Gachibowli Village, Serilingampalli Mandal, Hyderabad 500019, Telangana, India.
9	12 <sup>th</sup> Floor, Unit No. 1203A, PS Srijan Corporate Park (Tower -1), Block GP, Plot No. G-2, Salt Lake Sector V, Kolkata – 700091, West Bengal, India.

C. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Board's Report.

D. Disclosure by listed entity and its subsidiaries of Loans and Advances in the nature of loans to firms/companies in which Directors are interested, if any, forms part of notes to accounts.

E. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the Statutory Auditors of such subsidiaries.- NA

Name of Material Subsidiary	Date of incorporation	Place of incorporation	Name of Statutory Auditor	Date of appointment of Statutory Auditor
Zensar Technologies Inc. USA	July 2, 1991	California	Not Applicable	-
Zensar Technologies (UK) Limited, UK	October 30, 2002	England and Wales	Eacotts International Limited	June 21, 2023
Zensar (South Africa) (Pty) Ltd, South Africa	October 18, 2013	South Africa	Ernst and Young Incorporated	June 27, 2023

F. A Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed with this report as Annexure II.

G. Compliance certificate from Practicing Company Secretaries regarding compliance of conditions of corporate governance is annexed with this report as Annexure III.

H. Disclosure of certain types of agreements binding listed entities under clause 5A of paragraph A of Part A of Schedule III of these regulations : No such agreements entered that requires to be disclosed.



## CEO & CFO CERTIFICATION

We, Manish Tandon, CEO and Managing Director and Mr. Sachin Zute, Chief Financial Officer of Zensar Technologies Limited, in terms of Regulation 17(8) of Listing Regulations read with part B of schedule II, hereby certify to the Board that:

- a) We have reviewed Financial Statements and Cash Flow Statements for the Financial Year ended March 31, 2024, and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii. These statements together present a true and fair view of the Company's affairs and are in accordance with existing accounting standards, applicable laws, and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year under review which are fraudulent, illegal, or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
  - i. Significant changes in internal control over financial reporting during the year under review.
  - ii. Significant changes in accounting policies during the year under review and that the same have been disclosed the notes to the Financial Statements; and
  - iii. Instances of significant fraud of which we have become aware of and the involvement therein, if any, of the management or an employee having significant role in Company's internal control system over financial reporting.

**Manish Tandon**  
CEO and Managing Director

**Sachin Zute**  
Chief Financial Officer

Date: April 25, 2024  
Place: Mumbai

Date: April 25, 2024  
Place: Mumbai

## ANNEXURE I

### CODE OF CONDUCT

The Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management of the Company in terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Code of Conduct is uploaded at Company's website.

I hereby confirm that the Company has obtained from all members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Conduct for the FY 2023-24.

Date: April 25, 2024  
Place: Mumbai

**Manish Tandon**  
CEO and Managing Director

## ANNEXURE II

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS (Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
**Zensar Technologies Limited**  
Zensar Knowledge Park Plot No. 4,  
Kharadi MIDC off Nagar Road,  
Pune - 411014

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Zensar Technologies Limited (hereinafter referred to as 'the Company'), having CIN - L72200PN1963PLC012621 and having registered office at Zensar Knowledge Park Plot No. 4, Kharadi MIDC off Nagar Road, Pune - 411014, produced before us by the Company on email for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment as Director/ Independent Director in the Company
1	Harsh Vardhan Goenka	00026726	04/09/2001
2	Ajit Tekchand Vaswan	00057953	01/04/2015
3	Arvind Nath Agrawal	00193566	01/05/2019
4	Ketan Arvind Dalal	00003236	03/11/2017
5	Ben Edward Druskin	07935711	03/11/2017
6	Harsh Charandas Mariwala	00210342	18/01/2018
7	Anant Vardhan Goenka	02089850	21/01/2019
8	Rajappa Radha	08530439	06/08/2019
9	Pravin Udhyavara Bhadya Rao	06782450	26/09/2022
10	Manish Tandon	07559939	23/01/2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SVD & Associates**  
Company Secretaries

**Sridhar Mudaliar**  
Partner  
FCS No: 6156  
C P No: 2664

Place: Pune  
Date: April 25, 2024

Peer Review No.: 669/2020  
UDIN: FO06156F000224880

Note:

*We have relied on the documents and evidences provided by electronic mode, for the purpose of issuing this certificate.*

## ANNEXURE III

### CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE

To,  
The Members,  
**Zensar Technologies Limited**

We have examined the compliance of conditions of Corporate Governance by Zensar Technologies Limited (hereinafter referred "the Company"), for the year ended on March 31, 2024 as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

We further state that, this certificate is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SVD & Associates**  
Company Secretaries

**Sridhar Mudaliar**  
Partner  
FCS No: 6156  
C P No: 2664

Place: Pune  
Date: April 25, 2024

Peer Review No.: 669/2020  
UDIN: F006156F000225496

Note:

*We have relied on the documents and evidences provided by electronic mode, for the purpose of issuing this certificate.*

## Annexure C to the Board's Report

### Management Discussion and Analysis

#### Economic overview

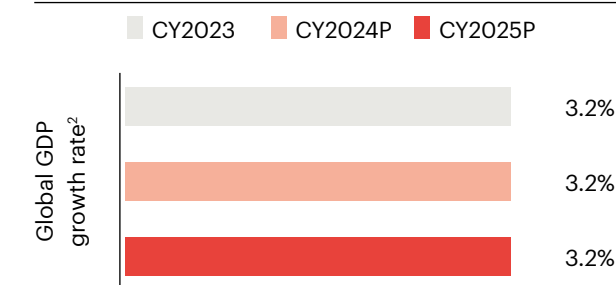
##### Global Economy<sup>1</sup>

The global economy demonstrated resilience, despite facing numerous headwinds in the recent years. According to the International Monetary Fund (IMF), global growth is expected to hold steady at 3.2% in CY2024 and maintain this rate during CY2025. There is a favourable outlook for global trade momentum, which is anticipated to accelerate in CY2024. The management of supply-side issues and the implementation of restrictive monetary policies have significantly contributed to reducing inflation in most economies of the world. Global headline inflation is anticipated to decrease to 5.9% in CY2024 and further to 4.5% in CY2025, owing to weak labour markets and low core inflation, supported by stringent monetary policies.

The future outlook appears optimistic, owing to the resilience of advanced economies as well as emerging economies such

as India. Anticipated easing of inflationary pressures and the implementation of more accommodative monetary policies by Central banks have contributed to this outlook. Robust domestic demand is propelling the economic expansion in Europe and Asia. Moreover, the global economy stands to benefit from the adoption of advanced technologies such as Generative AI (GenAI), which could provide both structural support and cyclical momentum to the global economy.

Growth (%)



#### Review of key market economies<sup>2</sup>



##### United States

The United States is expected to see an increase in GDP growth rate from 2.5% in CY2023 to 2.7% in CY2024 and then drop to 1.9% in CY2025. This slowdown is influenced by the effects of monetary policy tightening, gradual fiscal tightening and softening labour markets, impacting aggregate demand.



##### Europe

The Europe region is projected to recover from a low GDP growth rate of 0.4% in CY2023 to 0.8% in CY2024 and 1.5% in CY2025, owing to increased household consumption, facilitated by recovery from energy prices, decline in inflation and increase in real income. Inflation is anticipated to subside faster than expected, reflecting favourable global supply developments.



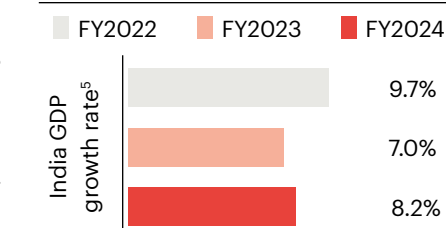
##### South Africa

The South African economy is expected to face pressure in CY2024, owing to supply-side constraints in the electricity and logistics sectors. However, South Africa's GDP growth is expected to increase from 0.6% in CY2023 to 0.9% in CY2024 and 1.2% in CY2025, attributed to the management of supply issues and recovery from earlier weather shocks.

##### Indian Economy<sup>4</sup>

The Indian economy has showcased improvement amidst global volatility. Strong domestic demand is expected to sustain growth, facilitating real GDP surge of 8.2% in FY2023-2024. An increase in investments in public sector and a robust banking sector has facilitated gradual economic expansion over the years. Industries and services sectors have been key contributors for supply-side growth in the first half of FY2023-2024. Rising credit demand and decreasing inflation have further contributed to the positive outlook.

Growth (%)



<sup>1</sup> <https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>

<sup>2</sup> <https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>

<sup>3</sup> <https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>

<sup>4</sup> <https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/ORBIBULLETINAPRIL20244D39628B0A50466DA73AAE81CC5B42E1.PDF>

<sup>5</sup> <https://piib.gov.in/PressReleaseDetailm.aspx?PRID=2022323>



In this economic landscape, the Information Technology (IT) sector plays a crucial role, fostering innovation, efficiency gains and technological advancements. With its growth trajectory mirroring the Indian economy, the IT sector has facilitated growth, competitiveness and efficiency across industries. With prudent policies and a thriving IT sector, the economy is poised for a future brimming with opportunities.

**Industry overview**

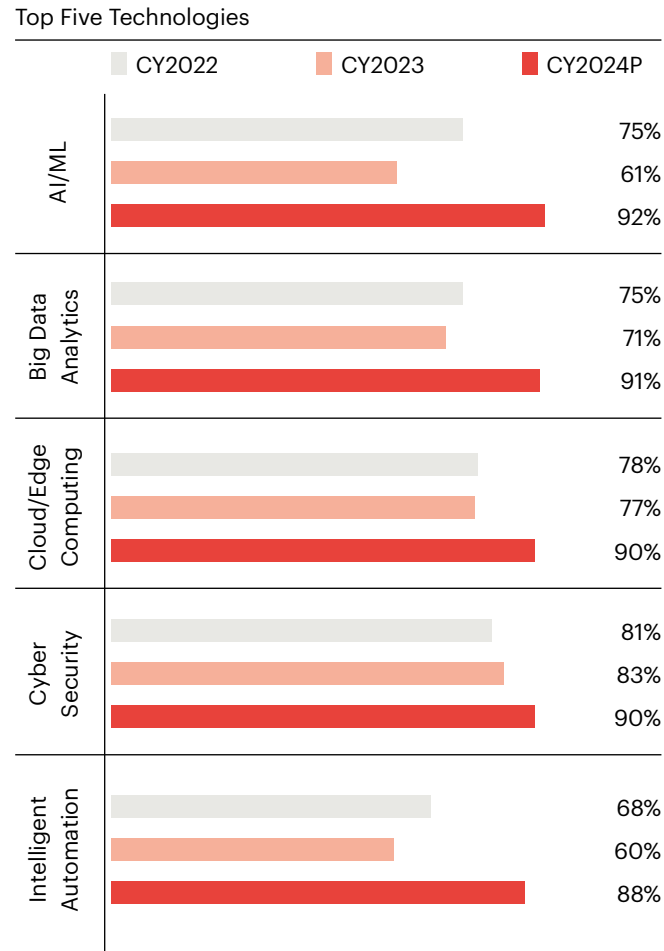
**Global Information Technology industry**

The technology market is expected to witness rapid growth, fuelled by enterprise investments in software and IT services in the coming years. Global IT spending is anticipated to reach \$5 trillion in CY2024, marking a 6.8% increase from CY2023.<sup>6</sup> IT services are projected to experience significant growth, becoming the largest segment of IT spending for the first time, with an expected 8.7% increase to \$1.5 trillion in CY2024.<sup>7</sup> This growth can be attributed to enterprises investing in projects aimed at enhancing organisational efficiency and optimisation. The global AI market has the potential to reach \$320-380 billion by 2027, with GenAI expected to contribute approximately one-third of this value.<sup>8</sup> Enterprises focusing on investing in software and IT services, including artificial intelligence, cloud computing and cybersecurity technologies, will propel the growth of the tech market.

A substantial increase in enterprises investing in AI/ML capabilities is expected in the coming years. A significant focus on data & analytics across various industries such as technology, banking and healthcare is gaining momentum. The HR/CRM solutions are increasing in demand, especially in Europe within the technology, banking and healthcare sectors. The upcoming years are expected to be transformative for generative AI, with technology companies experimenting to discover applications that enhance efficiency and productivity.

In CY2023, 70% of enterprises worldwide allocated 20% or more of their technology budget to digital initiatives, marking a significant increase from 57% in CY2022. This surge was particularly notable in the energy and utilities, high-tech and retail sectors. Along with that outsourcing has expanded, with a greater portion of budgets directed towards digital initiatives and a preference for longer-term contracts.

**Digital Enterprise survey 2024 on priorities to increase investment in top technologies<sup>9</sup>**

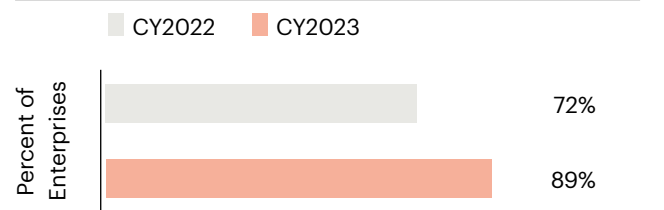


Percentage indicates number of surveyed companies on increasing investment in top technologies

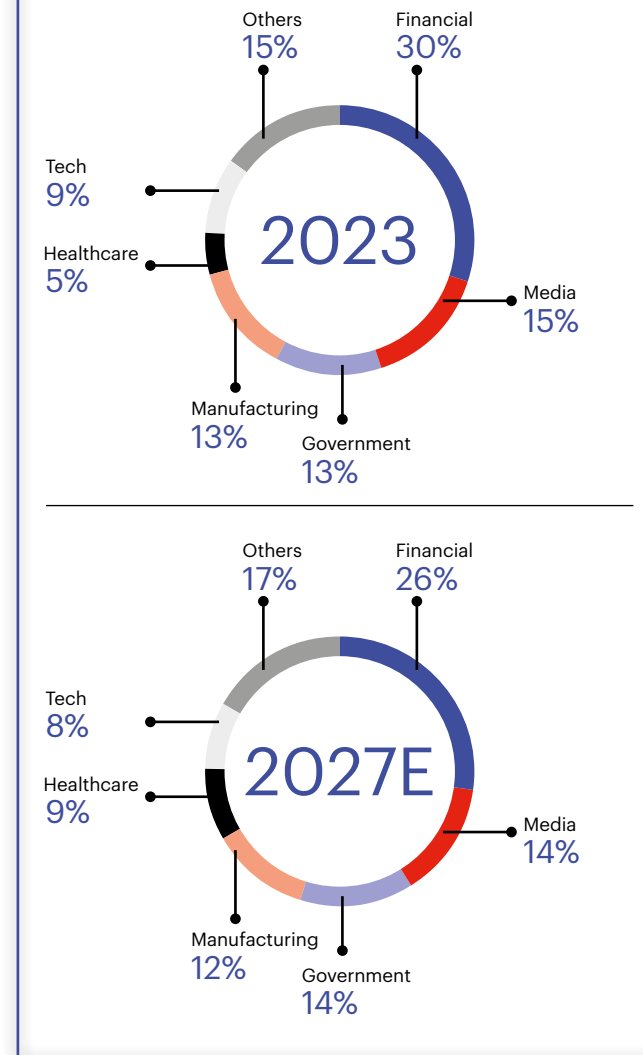
Avasant and nasscom Digital Enterprise Survey 2024, N=548

Nearly 90% of the companies surveyed have indicated increasing spend in the top digital tech priorities in 2024, a significant jump from the past.

**Preference for outsourcing of digital services<sup>10</sup>**



**Global AI market size forecast by Industry (2023-2027E)<sup>11</sup>**



**India's Information Technology industry**

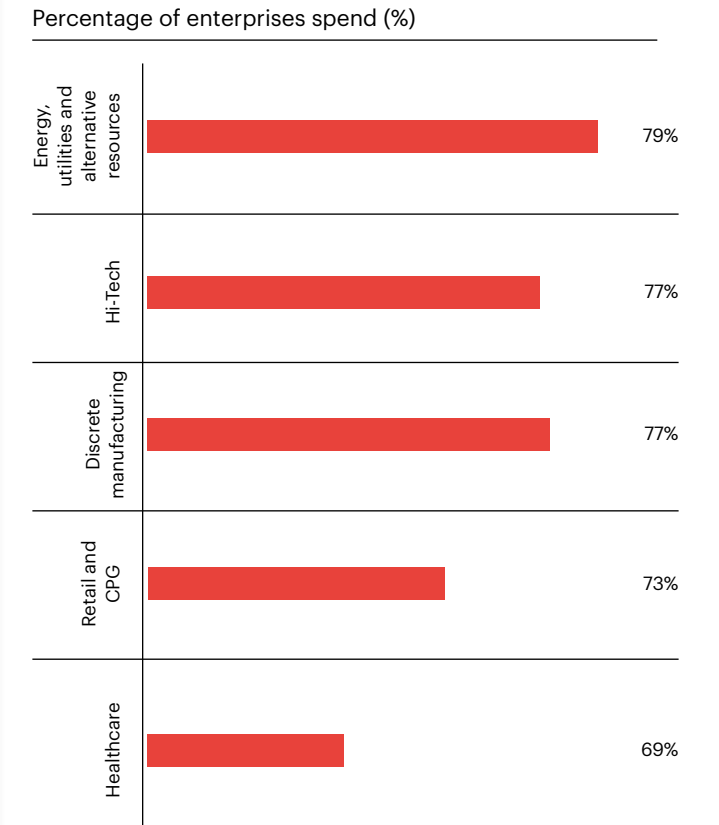
India's technology industry has been demonstrating resilience amidst uncertainties, underscoring its adaptability and inherent strength. The increase in the number of large tech deals, stable net profit margins, lower attrition rates, higher utilisation and enhanced market trust, have enabled the industry to grow steadily.

India has emerged as one of the world's fastest-growing Fintech markets, with the Fintech market opportunity expected to reach USD 2.1 trillion by 2030.<sup>14</sup> A substantial AI talent pool and generous AI investments will propel the AI market in India to grow at a compound annual growth rate (CAGR) of approximately 25-35% until 2027.<sup>15</sup>

India remains a preferred destination for tech investment, maintaining its position as one of the fastest-growing major economies for the third consecutive year. A substantial investment in foundational areas such as cloud computing, IT modernisation, digital customer experience and digital engineering projects, will significantly contribute to the growth of Information Technology industry in India. Additionally, GenAI remains a key focus area in the industry's growth trajectory.

Generative AI or Gen AI, emerged as a leading technology, capturing the spending allocation of approximately 70% of worldwide enterprises, led by energy, hi-tech and discrete manufacturing sectors. Projections suggest that investment in Gen AI will continue to draw more investments in CY2024.<sup>12</sup>

**Top Gen AI spending sectors in CY2023<sup>13</sup>**



<sup>6</sup> <https://www.gartner.com/en/newsroom/press-releases/01-17-2024-gartner-forecasts-worldwide-it-spending-to-grow-six-point-eight-percent-in-2024>

<sup>7</sup> <https://www.gartner.com/en/newsroom/press-releases/01-17-2024-gartner-forecasts-worldwide-it-spending-to-grow-six-point-eight-percent-in-2024>

<sup>8</sup> <https://community.nasscom.in/communities/data-science-ai-community/ai-powered-tech-services-roadmap-future-ready-firms>

<sup>9</sup> <https://community.nasscom.in/communities/digital-transformation/digital-enterprise-maturity-50-digital-readiness-era-ai>

<sup>10</sup> <https://community.nasscom.in/communities/digital-transformation/digital-enterprise-maturity-50-digital-readiness-era-ai>

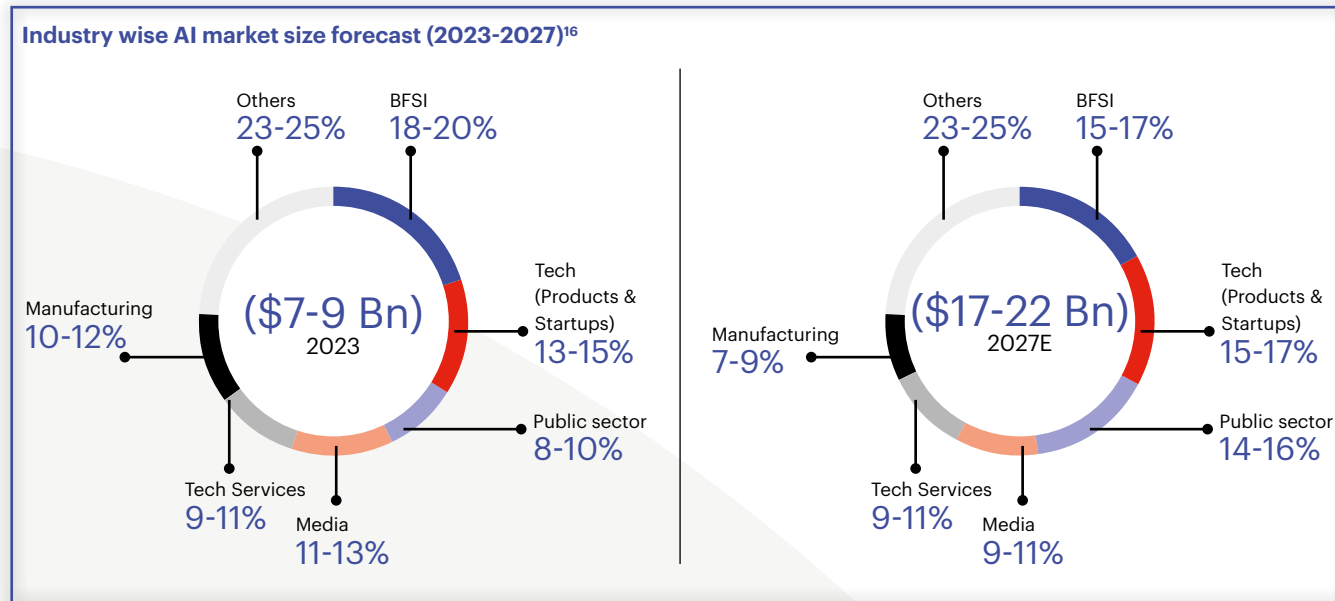
<sup>11</sup> <https://community.nasscom.in/communities/data-science-ai-community/ai-powered-tech-services-roadmap-future-ready-firms>

<sup>12</sup> <https://community.nasscom.in/communities/digital-transformation/digital-enterprise-maturity-50-digital-readiness-era-ai>

<sup>13</sup> <https://community.nasscom.in/communities/digital-transformation/digital-enterprise-maturity-50-digital-readiness-era-ai>

<sup>14</sup> <https://www.investindia.gov.in/sector/bfsi-FinTech-financial-services>

<sup>15</sup> <https://community.nasscom.in/communities/data-science-ai-community/ai-powered-tech-services-roadmap-future-ready-firms>



**Opportunities and Challenges**

**Opportunities**

**Digital transformation demand**

The Company can leverage the demand for the IT industry to facilitate digital transformations of businesses. Innovative solutions for process automation, document management and workflow optimisation can enable the Company to outperform its peers.

**Cloud adoption**

The paradigm shift towards cloud-based solutions presents a lucrative opportunity for Zensar to broaden its portfolio of cloud offerings, scalable and cost-effective services to clients.

**Growing focus on regulatory compliance**

It is imperative for banking, healthcare and government sectors to adhere to regulatory compliance requirements. Thereby, it presents a profitable opportunity for the Company to demonstrate its prowess in providing compliance-focused solutions to meet this increasing market demand.

**Artificial Intelligence and Machine Learning**

AI and ML technologies are playing a crucial role in revolutionising various industries; investing in these technologies can enable the Company to broaden its portfolio in the coming years.

**Emerging markets entry**

Entering into emerging markets can provide a profitable opportunity for the Company to expand its customer base. The requisite to develop software solutions to modernise operations and enhance efficiency will propel the growth of the Company.

**Challenges**

**Intense competition**

With IT services sector being fiercely competitive, Zensar faces competition from both established players and emerging startups. The key to maintain a competitive edge is through continuous innovation.

**Cybersecurity risks**

With the advent of technology, cyberattacks have skyrocketed. It is imperative for the Company to invest in robust security measures to safeguard client data.

**Talent shortage**

The dearth of skilled software engineers and developers poses a significant challenge for the industry. It is important for Zensar to attract and retain top talent to ensure the quality of its products remain uncompromised in the coming years.

**Economic uncertainty**

The demand for software is subject to economic downturns or fluctuations in the global market. A reduced investment in the IT industry during such period can adversely affect the Company's revenue and growth.

**Company overview**

Zensar Technologies Limited is one of the leading technology solutions companies, renowned for its prowess in delivering innovative digital solutions through its expertise in experience design, data engineering and advanced analytics. Zensar enables its clients to thrive and succeed in a dynamic environment by conceptualising, building and managing digital products. With its headquarters in Pune, India, the Company operates as a part of the RPG Group, catering to over 145 global clients.

**Following are the key services being offered:**

Experience services	Advanced engineering services	Data engineering and analytics	Application services	Foundation services
Experience design	AI engineering buddy	Accelerated generative AI	Oracle services	Digital infrastructure
Experience engineering	Cloud strategy and operating model	Data engineering	Salesforce services	Digital workplace
Brand, content and creative	Digital engineering	AI and ML	SAP services	Digital experience management
	Cloud transformation and operations	Automation	Application management	Digital operations
		Visualisation and analytics	Quality engineering	Digital security
		Google gen AI		ZenSOC platform
		Responsible AI for gen AI		

**145+**  
Global clients

**30+**  
Global location

**Operational overview**

Despite the uncertainties in target markets, in US \$ terms, Zensar's Europe region saw a constant currency growth of 8.9% YoY, Africa grew by 14.7% and US reported a decline of 6.9%.

**Enterprise Risk Management**

**Introduction**

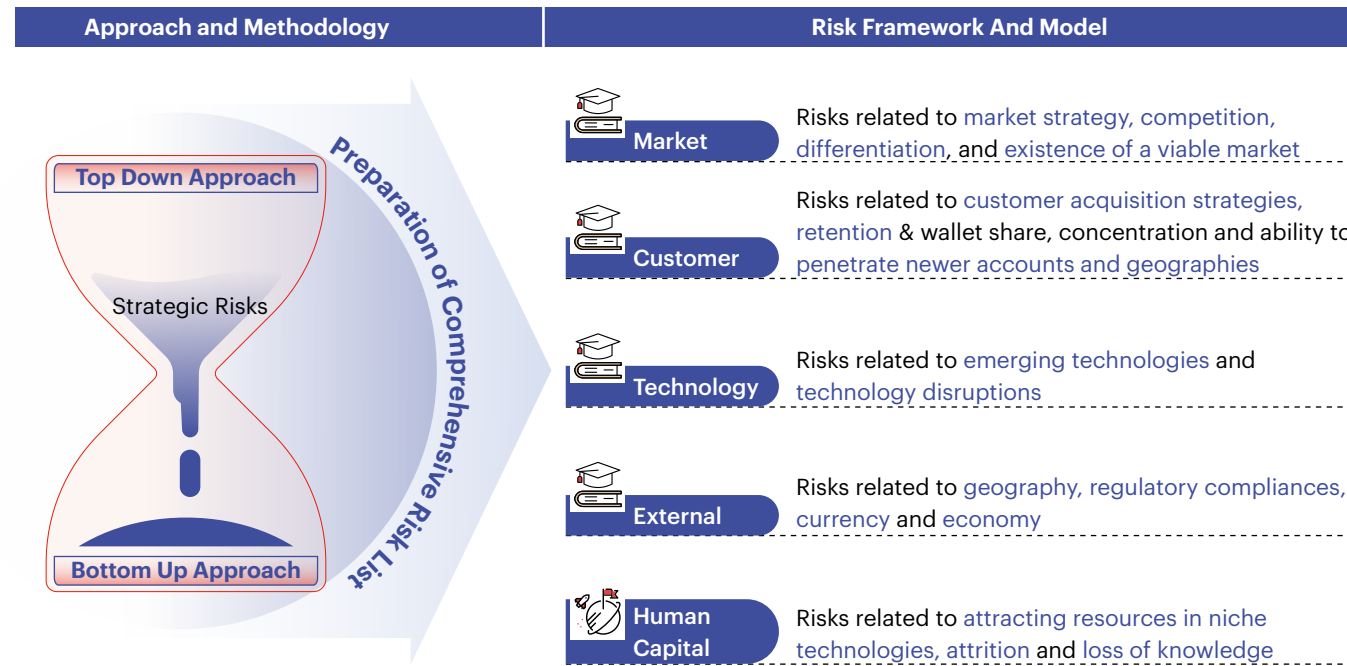
To safeguard the organization's strategic objectives and operational endeavours, Zensar has established a robust Enterprise Risk Management (ERM) program through which risks are assessed and managed at various levels in the organization with a top-down and bottom-up approach covering the enterprise, business units, geographies and functions. The ERM program covers compliance with applicable government and regulatory requirements, and potential risk areas in various economic, social, and industrial environments that Zensar operates in. The ERM framework encompasses the risks that the organization is facing under different categories, such as strategic, operational/ cybersecurity, financial, compliance/regulatory, and ESG/ climate risks, with each of these categories having internal/ external dimensions. Systematic and proactive identification of risks and mitigations thereof enable effective and timely decision-making.

<sup>16</sup> <https://community.nasscom.in/communities/data-science-ai-community/ai-powered-tech-services-roadmap-future-ready-firms>



**Key Components of ERM Framework**

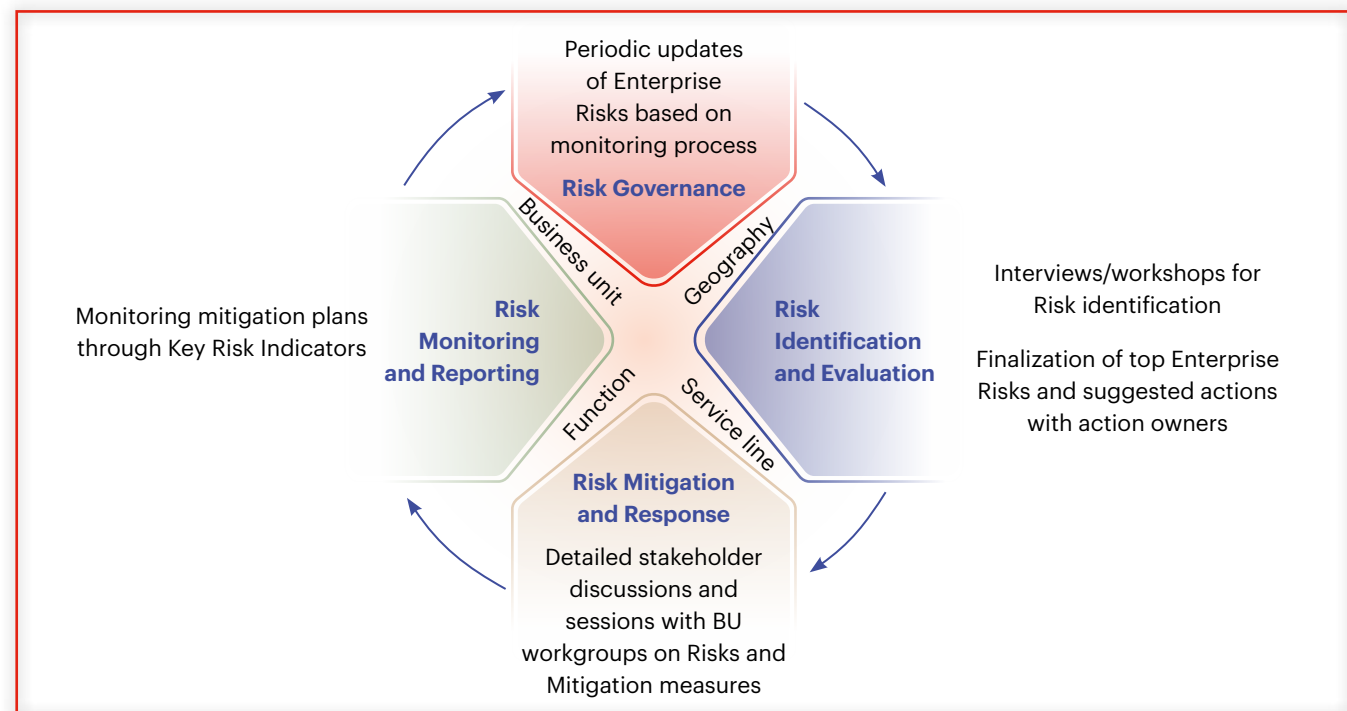
The Company has adopted an integrated ERM Framework that is being implemented across the organization by the Chief Risk Officer and ERM team.



Risk Classification				
Strategic	Operational/ Cybersecurity	Financial	Compliance/Regulatory	ESG/Climate

**Approach & Methodology**

Risk governance processes include identification, prioritization, monitoring and reporting of risks identified at the various levels of organization, business units, functions, and geographies. The risk governance model is regularly updated based on our interactions with internal and external sources, including experts in the risk advisory domain, to ensure that the model aligns with the achievement of strategic objectives of the organization.



**Risk Assessment**

The risk score is calculated based on the probability and impact. Using a combination of risk impact from insignificant to catastrophic, and risk probability ranging from rare to almost certain, a risk score is deduced which helps to identify if the risk rating is low, medium, or high. The risk scores are then used to arrive at a risk prioritization matrix, which guides the allocation of time and resources towards risk mitigation.

**Risk governance**

A multi-level governance structure has been established by the Enterprise Risk Management (ERM) team, which ensures monitoring, reporting and mitigation of risks. The ERM program is headed by the Chief Risk Officer (CRO), who ensures that the function executes its primary responsibilities of formulation and deployment of risk management policies and procedures. In terms of reporting, the function provides quarterly updates to the Risk Management Council and periodic updates to the Board Risk Management Committee on risks which impact key business objectives, with an insight into their mitigations. Also, ad-hoc updates may be provided in case of any emerging risks and change in internal/external factors influencing risk assessment.

**Enterprise Level Risk Register**

The ERM function has defined and implemented a detailed Risk Register with risks defined at Organizational, Business Unit, Functional and Regional levels, which enables risk-based decision making and reviews by various stakeholders in the risk management process.

**Risk Categories**

**Strategic:** Risks arising out of strategy formulation and successful execution of these strategies are covered in this category. For example, risks associated with the choice of the target markets, the Company's market offerings and business models. Details of the Company's strategy are described in other sections of the annual report.

**Operational / Cybersecurity:** Risks arising out of internal and external factors affecting policies, procedures, people, and systems, thereby impacting service delivery. These also include potential risks arising out of breach of Company's network and possible impact on its operations, including risks of cyberattacks and data privacy breaches.

**Compliance / Regulatory:** Risks arising from potential litigations, violations of laws, regulations, and major regulatory/geopolitical changes. Also includes Reputational Risks, which are likely to affect brand or reputation.

**Financial:** Risks related to financial liquidity, currency fluctuation and capital management.

**ESG / Climate:** Risks related to business impact due to mismatch in approach versus implementation of sustainability initiatives linked to climate changes, alignment with stakeholders, and regulatory reporting compliances. The risks due to natural calamities- extreme climate events / human made disasters are also being reviewed and monitored.

**Risk identification and mitigation**

During the year, the focus was on strengthening ERM framework across the organization and institutionalising ERM as one of the key business review mechanisms for key risks. Listed below are some of the key risks, anticipated impact, and mitigations:

Key Risk	Impact on Organization	Mitigations
<b>Geopolitical &amp; economic events</b>	Reduced client spend due to recession, Vendor consolidation, geopolitical disturbance etc.)	<ul style="list-style-type: none"> <li>Monitoring and maintaining healthy order book quarter on quarter</li> </ul>
<b>Higher dependency on Net New accounts</b>	Gap in revenue growth due to slow moving net new accounts acquisitions, over dependency on existing accounts.	<ul style="list-style-type: none"> <li>Quarterly monitoring region-wise net new accounts growth including cross-selling opportunities.</li> <li>Address the gaps with focused approach on Net New account acquisitions</li> <li>New opportunities in existing accounts.</li> </ul>
<b>Cybersecurity and Data Privacy issues</b>	Customer data security and privacy remains a major objective for Zensar. In addition to impact on business operations, violation or security breach could result in reputational damage, penalties, legal and financial liabilities.	<ul style="list-style-type: none"> <li>Ongoing implementation and maintenance of industry best practices, data security and data privacy management system.</li> <li>Detailed programs for employee awareness across the organization for Information Security and Data Privacy requirements.</li> <li>Vulnerability Assessment and Penetration Testing in place for IT infrastructure and applications to strengthen overall cybersecurity posturing.</li> </ul>

Key Risk	Impact on Organization	Mitigations
<b>Client Concentration</b>	With high dependency on limited number of clients, revenue growth may not be sustainable and a change in customer's strategy would have a far-reaching impact on revenue, margin, and market share.	<ul style="list-style-type: none"> <li>• Focused approach for strategic account identification and planned growth momentum to address business concentration in limited accounts. Ensure revenue spread across customers with defined growth criteria.</li> </ul>
<b>Commoditization of traditional offerings, short-prepared for disruptive technologies</b>	Negative impact on margin due to <ul style="list-style-type: none"> <li>- commoditization of traditional offerings</li> <li>- absence of required skills on newer technologies</li> </ul>	<ul style="list-style-type: none"> <li>• Monitoring service line specific growth</li> <li>• Ensure revenue growth in identified service lines to offset compression in traditional offering.</li> <li>• Planned Cross-skilling, upskilling for newer technologies</li> </ul>
<b>Risk of talent availability &amp; attrition</b>	Unavailability of timely and requisite skilled talent hampers the organization's vision of meeting customer requirements. Delay in arresting this may impact the quality of customer services and subsequently the revenue stream.	<ul style="list-style-type: none"> <li>• Accelerated Freshers program focused on organic talent build</li> <li>• Experiential training framework focused on faster deployment</li> <li>• Fresher absorption enabling practices</li> <li>• Cross pollination and rotation</li> </ul>
<b>Currency Fluctuations</b>	With high portion of revenue subjected to currency fluctuation impact in 4-5 territories, non-efficient currency management may lead to direct negative impact on margin.	<ul style="list-style-type: none"> <li>• Continuous monitoring of forex exposure and hedging policy</li> </ul>
<b>Impact of Litigation and Liability risks</b>	With growing risk of cybersecurity, data privacy impact and client expectations on higher liabilities, the risk quotient is higher, even with few incidents of failure.	<ul style="list-style-type: none"> <li>• Ensure thorough review of existing and incoming contracts for non-standard positions and associated risks, prior to contract continuity or initiation.</li> <li>• Explore avenues like insurance to contain or transfer risks associated with high liabilities</li> </ul>
<b>Changing market and customer expectations on Sustainability</b>	Non-alignment with Customer's ESG goals and plans may result in reduced business. If Zensar is not able to show sustainable growth vide industry recognized measurement avenues (rating agencies), investors, analysts, customers will find it difficult to evaluate Zensar's progress.	<ul style="list-style-type: none"> <li>• Track improvement in recognized rating agency score for Zensar's ESG performance</li> <li>• SBTi Commitment and alignment</li> <li>• Align Zensar's ESG charter with customer's ESG charter with collaborative approach to achieve goals.</li> </ul>
<b>Risk of business disruption due to natural and Human made disasters including climate change impact</b>	Impact on operations of the Company business as well as Customer business. Customer technology spend may get affected due to adverse impact on business growth, and uncontrolled peaks in operational costs.	<ul style="list-style-type: none"> <li>• Business Continuity Plan(s) in place for all major natural and human-made disasters, with well-defined roles and responsibilities, and periodic training protocols for identified associates.</li> <li>• Crisis Management framework in place for addressing natural/man-made risks, with well-defined roles and responsibilities including Regional Emergency Response teams.</li> <li>• The company has implemented periodic drills to enhance disaster preparedness, regular evaluations, and continuous improvements.</li> <li>• Mechanism for post disaster support to affected associate(s), immediate plan for restoring any losses to physical and/or intellectual property(ies).</li> </ul>
<b>Regulatory non-compliances, governance &amp; reputational impact</b>	The fast pace of change in the regulatory environment creates operational challenges, and failure to comply, may lead to penalties or revocation of permission to do business in a territory or geography.	<ul style="list-style-type: none"> <li>• Deployment of global compliance program to monitor compliance and take necessary actions to mitigate risk with assistance from professional experts.</li> <li>• Implementation of global compliance tool through which organization level compliance is tracked</li> </ul>

### Special Note- Emerging Risks

As per World Economic Forum's 2024 Global Risks Report, major emerging risks for IT industry are:

- Global economic slowdown
- Misinformation and disinformation
- Cybersecurity threats
- Extreme weather events / conflicts resulting in involuntary migrations & instability
- Negative consequences of AI

We, at Zensar, are cognizant of these risks and importance of service continuity for our customers. While we continue to assess and ensure financial and cyber security controls arising from ongoing negative developments in economic and cybersecurity areas, to counter the risk of misinformation and disinformation, we acknowledge the growing requirement of strategic and comprehensive approach with robust verification process, awareness trainings and effective communication & collaboration.

Extreme weather events having impact on continuity of services and wellbeing of employees is one of the priorities for stability of business and we have robust Business Continuity process in place to address the impact of adverse situations. We believe in integrated thinking for sustainable business management and building resilience and promoting inclusivity.

Zensar being a technology company, some of these risks also bring inherent opportunities like helping customers with effective cybersecurity solutions, green technologies, controlled and monitored AI/ ML implementations and collaborative collective goals to fight climate change impact.

### Financial Performance

#### Revenue

Revenue for the year ended March 31, 2024, is as under:

By Segments	INR Million	
	FY2023-24	FY2022-23
<b>SEGMENT</b>		
Digital and Application Services	40,019	39,445
Digital Foundation Services	9,000	9,037
<b>Total</b>	<b>49,019</b>	<b>48,482</b>

#### By Geography

Geography	INR Million	
	FY2023-24	FY2022-23
United States of America	32,939	34,273
Europe	10,138	8,718
Rest of the World	5,942	5,491
<b>Total</b>	<b>49,019</b>	<b>48,482</b>

### Other Income

Other Income comprises of dividend from mutual fund investments, interest on bank deposits, profit on sale of investments, net gain on financial assets mandatorily measured at fair value, interest on security deposit, net foreign exchange gain and loss on share buyback liability, etc. Other income during the current year was INR 1,588 million as against INR 1,028 million in the previous year.

### Share Capital

During the year, the Company has allotted total 167,833 equity shares fully paid up of INR 2 each. Out of these, no equity shares were allotted under "2002 Employees Stock Option Scheme", 16,900 numbers of equity shares were allotted under "2006 Employees Stock Option Scheme" and 150,933 numbers of equity shares were allotted under "Employee Performance Award Unit Plan, 2016".

### Reserve and Surplus

The Company's Reserves and Surplus as on March 31, 2024, were INR 34,067 million as against INR 28,531 million in 2022-23.

The Company's Other Reserves as on March 31, 2024, were INR 1,099 million as against INR 778 million in 2022-23.

### Fixed Assets

During the year there is an addition of INR 91 million in Gross Block of Tangible Fixed Assets and addition of INR 0.1 million in Gross Block of Intangible Assets.

### Return on Capital Employed\*

The return on capital employed (ROCE) for the year 2023- 24 is 25.4% and for the year 2022-23 it was 15.0%

### Debtors

The position of outstanding debtors was:

Particulars	INR Million	
	As at March 31, 2024	As at March 31, 2023
Considered Good	7,320	7,298
Credit Impaired	234	233
Allowances for Credit loss	(234)	(233)
<b>Total receivables</b>	<b>7,320</b>	<b>7,298</b>

### Cash and Bank Balances

The Cash and Bank Balances represent the Company's balances in banks in India and overseas. The Company also retains funds in the Exchange Earners Foreign Currency (EEFC) account in India, which is mainly used to meet the remittance requirements of the Company's branches and for travel purposes. As on March 31, 2024, Cash and Bank balances (Including overseas without unpaid dividend) stands at INR 4,432 million.

\*ROCE%= (PBIT/Avg capital employed) (Capital employed consists of net worth, lease liabilities and deferred tax liabilities)



### Other Current Assets

Other Current Assets of INR 1,347 million (Previous year: INR 1,238 million) consist mainly of unbilled revenue, prepaid expenses, advances to suppliers and statutory receivables as on March 31, 2024.

### Other Current Financial Assets

The Other Current Financial Assets comprise unbilled revenue, foreign exchange forward contracts and security deposits amounting to INR 3,527 million (Previous Year: INR 2,859 million) as on March 31, 2024.

### Other Current Liabilities

Other Current liabilities amounting to INR 1,691 million (Previous year : INR 1,828 million) consists of unearned

revenue and payment due towards provident fund, pension fund and statutory taxes.

### Tax Expense

The Company's income-tax expense is INR 2,108 million (Previous year : INR 1,165 million).

### Contingent Liabilities

Contingent Liabilities have been disclosed in Note 31 in the "Consolidated Financial Statement - Notes to the Accounts".

Accounting principles consistently used in the preparation of financial statements are also consistently applied to record income and expenditure in individual segments.

## KEY RATIOS

Particulars	INR Million		Reason for deviation (if more than 25%)
	FY2023-24	FY2022-23	
Revenue	49,019	48,482	
EBITDA	8,717	5,522	
Operating Profit Margin	17.8%	11.4%	Decline in operating cost
Net Profit Margin	13.6%	6.8%	Decline in operating cost and increase in other income
Return on Net Worth	18.7%	11.0%	Increase in net profit
EPS (Basic)	29.4	14.5	
EPS (Diluted)	29.1	14.4	
Debtor Turnover Ratio	6.7	6.4	
Interest Coverage Ratio	43.0	16.9	Increase in profit and decline in finance cost
Current Ratio	3.0	2.7	
Debt Equity Ratio	0.0	0.0	

### Human Resources (HR)

#### HR digitalisation

We have invested heavily in building best in class offerings to upskill and cross-skill our dynamic workforce. We continue to look at all HR touchpoints to make an impact on the "key moments" of employees' journey in Zensar. This includes enhancing the experience of applicants and new joiners, through periodic listening initiatives to gather the pulse of the workforce. Utilizing the insights throughout associate's journey, we brought many digital initiatives related to onboarding (gamification), learning & development (nudges and recommendations), performance management (having wellness goals and discussions), compensation (focusing on performance, inclusion and top talent), inter-country movement (fully automated immigration process) & workforce planning (intelligent dashboards) to enhance the associate experience. The process simplifications of workflows and related analytical layers ensure minimal chances of error & dependable reports for relevant stakeholders. These digital initiatives enable us to provide fantastic user experience to our

employees, thus resulting in the assimilation of our employees into our vision and ecosystem and making huge contributions to the organization's journey to become the best.

#### Happiness Journey

Zensar prioritizes fostering a happy and engaged work environment. A diverse Happiness Global Council is constituted annually to prioritize areas of improvement from the survey, assess existing programs, policies, and plan for initiatives to improve further. Based on the feedback received from last year's survey, three key tenets are gaining particular focus: "I am growing," "I live a purposeful and balanced life," and "I feel valued." Local and regional councils spearhead ideation and execution of initiatives aligned with these focus areas. Happiness Council along with various teams implemented engaging initiatives like ChatGPT conquest to experiment with ChatGPT and transform ideas, single sign-on launched for accessing all Apps in Zensar, setting up of policy clinic, wellness survey to improvise offerings like Enhancement of the Associate Assistance Program, celebrations like International Men's Day, Parents day etc.

### Diversity, Equity & Inclusion

Zensar fosters a culture of equal opportunity and actively champions a diverse workforce. We are a proud signatory to the UN Global Compact and its Women Empowerment Principles, demonstrating our commitment to sustainability and gender equality. Our Global DEI Council and dedicated Center of Excellence spearhead these initiatives, resulting in significant progress. These achievements include 30% gender diversity across the organization, maintaining a near-perfect gender pay parity ratio, and implementing non-discriminatory practices in performance evaluations, promotions, and talent identification. Additionally, we offer targeted programs like "Enliven" to support women re-entering the workforce and comprehensive healthcare benefits encompassing maternity leave, pregnancy care, and same-sex partner medical insurance.

Furthermore, Zensar prioritizes the well-being of its women employees through curated wellness programs, mentoring initiatives (Womentoring), and opportunities for external representation. We actively promote success stories of women leaders and provide accessible infrastructure and software features for employees with disabilities. Zensar

maintains a dedicated grievance redressal forums to cater to diverse workgroups. Zensar ensures balanced participation of employees in organizational forums and committees. This unwavering commitment to diversity and inclusion empowers all individuals to thrive and contribute to our collective success.

### Cautionary Statement

This document contains statements about expected future events and the financial and operating results of Zensar Technologies Limited that are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications, and risk factors referred to, inter-alia, in the management's discussion and analysis report hereunder.

# Annexure D to the Board's Report

## Business Responsibility & Sustainability Reporting (BRSR)

### Section A: General Disclosures

#### Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L72200PN1963PLC01262
2.	Name of the Listed Entity	ZENSAR TECHNOLOGIES LIMITED
3.	Year of incorporation	29/03/1963
4.	Registered office address	Zensar Knowledge Park, Kharadi, Plot No. 4, MIDC, Off Nagar Road, Pune, 411014, Maharashtra, India
5.	Corporate address	Zensar Knowledge Park, Kharadi, Plot No. 4, MIDC, Off Nagar Road, Pune, 411014, Maharashtra, India
6.	E-mail	<a href="mailto:CompanySecretarial@zensar.com">CompanySecretarial@zensar.com</a>
7.	Telephone	020-66057500
8.	Website	<a href="http://www.zensar.com">www.zensar.com</a>
9.	Financial year for which reporting is being done	2023-24
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited National Stock Exchange Limited
11.	Paid-up Capital	INR 453,312,056
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Shubha Kumar Contact details: 020-66325090 email - <a href="mailto:sustainability@zensar.com">sustainability@zensar.com</a>
13.	Reporting boundary Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures made in this report are on consolidated basis unless otherwise stated.
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

#### Products/services

##### Details of business activities (accounting for 90% of the turnover):

SL. No.	Description of Main Activity	Description of Business Activity	% Of Turnover of the Entity (FY 2023-24)
1.	IT Services	The Company is engaged in providing a complete range of IT Services and Solutions. The Company's industry expertise spans across Manufacturing, Retail, Media, Banking, Insurance, Healthcare, Technology and Telecommunication. The Company earns revenue primarily from software development, maintenance of software/hardware and related services, and sale of software licenses.	100

#### Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

SL. No.	Product/Services	NIC Code	% of Total Turnover Contributed
1.	Digital and Application Services	62013	81.6%
2.	Digital Foundation Services		18.4%

#### Operations

##### Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	-	12	12
International	-	27	27

#### Markets served by the entity:

##### a. Number of locations

Locations	Number
National (No. of States)	5
International (No. of Countries)	16

##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

91%

##### c. A brief on types of customers

Zensar is a renowned technology solutions company serving more than 145 clients across the globe. We work with esteemed Fortune 2000 firms across industries such as banking and financial services, insurance, hi-tech, manufacturing, retail, healthcare, and utilities. To enhance customer experiences, reduce cost of operations and advance digital transformation, these customers often have complex IT infrastructures and require specialized services. Additionally, we collaborate with mid-sized businesses that need scalable, affordable solutions for areas like application development and maintenance, infrastructure management, and data analytics.

We partner with technology companies, including Independent Software Vendors (ISVs), hyperscalers, and product development firms for new solutions and technologies. We also work with public sector organizations, including government agencies, to deliver IT solutions and services that help streamline operations, improve citizen services, and enhance data security.

We have a global presence and serve customers across different regions, including North America, Europe, South Africa, and Southeast Asia. Overall, our customer base is diverse, spanning across industries and geographies. The company focuses on understanding each customer's unique needs and delivering tailored IT solutions and services

#### Employees

##### Details as at the end of Financial Year:

##### a. Employees and workers (including differently abled):

SL. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Employees</b>						
1.	Permanent (D)	9,689	6,742	69.58%	2,947	30.42%
2.	Other than Permanent (E)	660	497	75.30%	163	24.70%
3.	<b>Total employees (D + E)</b>	<b>10,349</b>	<b>7,239</b>	<b>69.95%</b>	<b>3,110</b>	<b>30.05%</b>
<b>Workers</b>						
4.	Permanent (F)					
5.	Other than Permanent (G)					
6.	<b>Total workers (F + G)</b>					



**b. Differently abled Employees and workers**

SL. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Differently Abled Employees</b>						
1.	Permanent (D)	8	8	100%	--	--
2.	Other than Permanent (E)	--	--	--	--	--
3.	<b>Total differently abled employees (D + E)</b>	<b>8</b>	<b>8</b>	<b>100%</b>	--	--
<b>Differently Abled Workers</b>						
4.	Permanent (F)					
5.	Other than permanent (G)					
6.	<b>Total differently abled workers (F + G)</b>					

**Participation/Inclusion/Representation of women**

Category	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	10	1	10
Key Management Personnel	3	0	0

**Turnover rate for permanent employees and workers**

Category	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	10.80%	11.10%	10.90%	20.00%	19.40%	19.80%	27.00%	30.00%	27.90%
Permanent Workers	Not Applicable								

**Holding, Subsidiary and Associate Companies (including joint ventures)****(a) Names of holding / subsidiary / associate companies / joint ventures**

SL. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Zensar Technologies Inc. USA	Subsidiary	100	No
2	Zensar Technologies (Singapore) Pte. Ltd, Singapore	Subsidiary	100	No
3	Zensar (Africa) Holdings Proprietary Limited, South Africa	Subsidiary	100	No
4	Zensar Technologies (UK) Limited, UK	Subsidiary	100	No
5	M3bi India Private Limited, India	Subsidiary	100	No
<b>Subsidiaries of Zensar Technologies Inc (USA)</b>				
1	Keystone Logic Mexico, S. DE R.L. DE C.V., Mexico	Subsidiary	100	No
2	Zensar Technologies (Canada) Inc Canada	Subsidiary	100	No
3	Zensar Columbia S.A.S., Columbia	Subsidiary	100	No
4	M3bi LLC, USA	Subsidiary	100	No
<b>Subsidiaries of Zensar Technologies (UK) Limited</b>				
1	Zensar Technologies GmbH, Germany	Subsidiary	100	No
2	Zensar Information Technologies B.V., Netherlands	Subsidiary	100	No
3	Foolproof Ltd. UK	Subsidiary	100	No
<b>Subsidiary of Foolproof Ltd. UK</b>				
1	Foolproof (SG) Pte. Ltd, Singapore	Subsidiary	100	No
<b>Subsidiary of Zensar (Africa) Holdings Pty Limited, South Africa</b>				
1	Zensar (South Africa) Proprietary Limited, South Africa	Subsidiary	75	No

**CSR Details**

- Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - Yes
- Turnover (in ₹) – 49,019 Mn
- Net worth (in ₹) – 35,619 Mn

**Transparency and Disclosures Compliances****Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No)  (If Yes, then provide web-link for grievance redress policy)	FY2023-24			FY2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	--	0	0	--
Investors (other than shareholders)	Yes	0	0	--	0	0	--
Shareholders	Yes	0	0	--	6	0	--
Employees and workers	Yes	5	0	--	2	0	--
Customers	Yes	0	0	--	3	0	--
Value Chain Partners	Yes	0	0	--	0	0	--
Other (please specify)	Yes	0	0	--	0	0	--

**Overview of the entity's material responsible business conduct issues**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format-

Sr. No.	Material issues identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Energy and emission management Water/Waste management	Opportunity	Efficient energy management presents an opportunity to maximize resource utilization while minimizing environmental repercussions. To this end, our initiatives encompass closely monitoring energy consumption in real-time, and identifying ways of reducing energy waste. Concurrently, our focus extends to emissions reduction by augmenting the utilization of green energy sources within our global electricity consumption framework. In tandem with our energy-focused endeavors, we prioritize water and waste management initiatives as integral components of our corporate sustainability strategy.	N/A	<b>Positive:</b> Energy and emission management strategies help decrease costs, while deployment of energy-efficient processes and equipment further helps in sustainable operations. Effective water and waste management ensures that we comply with environmental regulations and promote sustainable practices.

Sr. No.	Material issues identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Climate Change	Risk	As global climate change leads to harsh environmental impacts like temperature increase and unpredictable flooding, including in urban areas worldwide, Zensar acknowledges the potential vulnerability of its operations to extreme weather phenomena such as cyclones, heatwaves, and floods. While the current impact on Zensar's operational areas remains relatively low, the probability of such occurrences has shifted from low to medium, prompting heightened awareness and preparedness measures within the organization.	<b>Risk mitigation approach:</b> All facilities operated by the organization in India are categorized as having a low environmental impact. The company has established a well-defined Crisis Management framework and Business Continuity policies and processes, ensuring that stakeholders are fully informed about the ownership, activities, and responsibilities to be undertaken during climate-related emergencies. Designated crisis managers, initiators, and monitors are appointed at both regional and functional levels to address anticipated as well as unforeseen crises.	<b>Negative:</b> On the downside, climate change presents the challenge of adhering to environmental standards and compliance requirements, elevating operating costs. Conversely, neglecting these standards can result in adverse incidents, potentially leading to financial losses, compromising employee well-being, and tarnishing the organization's reputation.
3	Customer Satisfaction	Risk and Opportunity	The customer plays a pivotal role as a major stakeholder and contributor to the economic growth of an organization. Failing to meet expected deliverables or address customer-centric issues within stipulated timeframes can adversely impact customer satisfaction, leading to detrimental effects on both business outcomes and relationship continuity. The rationale for identifying opportunities emphasizes the importance of customer satisfaction in driving repeat business, enhancing customer retention, and expanding the customer base.	<b>Risk mitigation approach:</b> The organization has deployed proactive measurement mechanisms to gauge customer satisfaction levels and collect feedback from various perspectives. This includes the establishment of a dedicated customer feedback cell tasked with capturing and assessing satisfaction levels.	<b>Positive:</b> The company's profitability is significantly influenced by high levels of customer satisfaction and loyalty, which lead to enhanced business prospects and growth opportunities. <b>Negative:</b> Dissatisfaction with Zensar's capability to deliver promised quality services can lead to lost business opportunities. Moreover, any breaches in privacy and data security can result in severe consequences.
4	Employee Wellbeing	Opportunity	Within the IT industry, employees play a significant role in guaranteeing the delivery of quality services to customers. They serve as the wellspring of skills, agility, and innovation, thereby facilitating enhanced revenue generation and customer satisfaction. Prioritizing employee well-being fosters heightened employee engagement and productivity, leading to improved business outcomes.		<b>Positive:</b> Directing resources towards employee well-being results in notable financial benefits, such as elevated productivity, decreased healthcare expenditures, enhanced employee retention rates, heightened job satisfaction levels, and a positive employer brand.

Sr. No.	Material issues identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Data Security and Privacy	Risk	Safeguarding data security and privacy is integral to protect the organization from financial losses, reputational damage, legal liabilities, and the erosion of trust from customers and consumers.	<b>Risk mitigation strategy:</b> Adopting proven and industry-standard monitoring and continuous testing mechanisms and processes ensures the identification and neutralization of ongoing threats.	<b>Negative:</b> A decline in customer trust regarding Zensar's capability to safeguard customer's data, may lead to penalties directly impacting the bottom line, along with reputational repercussions.
6	Community Development	Opportunity	Community development empowers individuals and stimulates economic growth by bolstering local businesses and generating employment opportunities. Moreover, it addresses societal challenges, advocates for social justice, and enhances the well-being of marginalized communities by increasing access to essential services. The Global Risk List of 2023 identifies "Deep social polarization due to political, economic, and cultural issues" as a top risk, emphasizing the significant role of corporations in mitigating this polarization.		<b>Positive:</b> The organization's CSR division is dedicated to implementing initiatives that promote community well-being, economic development, and educational advancement, with the aim of improving the financial and societal conditions of the communities it serves, hence actively contributing to elevating societal standards and fostering cohesive interdependence within the ecosystem.

## Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

S. No.	Principle Description	Reference of Zensar Policies
P1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.	*RPG's Code of Conduct Human Rights Policy
P2	Businesses should provide goods and services in a manner that is sustainable and safe	Environment Health and Safety Policy Sustainable Procurement Policy
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains	*RPG's Code of Conduct Whistleblower Policy Nomination and Remuneration Policy Human Rights Policy Equal Opportunity Policy Supplier Code of Conduct
P4	Businesses should respect the interests of and be responsive to all its stakeholders	*RPG's Code of Conduct Corporate Social Responsibility Policy Stakeholder Engagement Policy



S. No.	Principle Description	Reference of Zensar Policies
P5	Businesses should respect and promote human rights	*RPG's Code of Conduct Whistleblower Policy Human Rights Policy
P6	Businesses should respect and make efforts to protect and restore the environment	Environment, Energy, Health and Safety Management Sustainability Policy
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	*RPG's Code of Conduct Human Rights Policy
P8	Businesses should promote inclusive growth and equitable development	Corporate Social Responsibility Policy Diversity, Equity & Inclusion Policy
P9	Businesses should engage with and provide value to their consumers in a responsible manner	*RPG's Code of Conduct Information Security Management Privacy Statement Grievance Redressal Policy Customer Care Mechanism

\*Zensar is part of RPG group and follows its code of conduct.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7*	P8	P9	
<b>Policy and management processes</b>											
1.	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)					Yes					
	b. Has the policy been approved by the Board? (Yes/No)					Yes					
	c. Web Link of the Policies, if available**	1.	Sustainable Procurement Policy: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Sustainable-Procurement-Policy.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Sustainable-Procurement-Policy.pdf</a>								
		2.	Stakeholder Engagement Policy: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Stakeholder-Engagement-Policy.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Stakeholder-Engagement-Policy.pdf</a>								
		3.	Grievance Redressal Policy: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Grievance-Redressal-Policy.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Grievance-Redressal-Policy.pdf</a>								
		4.	Human Rights Policy: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Human-Rights-Policy-updated-24022023.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Human-Rights-Policy-updated-24022023.pdf</a>								
		5.	Diversity and Inclusion Policy: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/DEI-policy-v1.3.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/DEI-policy-v1.3.pdf</a>								
		6.	Environment, Energy, Health and Safety Management: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/EHSEn-Policy-and-Objectives-FY22-23.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/EHSEn-Policy-and-Objectives-FY22-23.pdf</a>								
		7.	Data Privacy Policy: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Zensar-Data-Privacy-Policy-V1.5.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Zensar-Data-Privacy-Policy-V1.5.pdf</a>								
		8.	Information Security Management: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/ISMS-Policy-V1.0.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/ISMS-Policy-V1.0.pdf</a>								
		9.	Sustainability Policy: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Sustainability-Policy.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Sustainability-Policy.pdf</a>								
		10.	Whistle Blower Policy: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Whistle-blower-policy-and-vigil-mechanism.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Whistle-blower-policy-and-vigil-mechanism.pdf</a>								

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7*	P8	P9
11.	CSR Policy - <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/CSR_Policy-05.08.2022.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/CSR_Policy-05.08.2022.pdf</a>									
12.	Nomination and Remuneration Policy - <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/NRC-Policy.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/NRC-Policy.pdf</a>									
13.	Equal Opportunity: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Human-Rights-Policy-updated-24022023.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Human-Rights-Policy-updated-24022023.pdf</a>									
14.	RPG's COC: <a href="https://www.zensar.com/">https://www.zensar.com/</a> (Please see the footer of the website for reference)									
15.	Supplier Code of Conduct: <a href="https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Supplier-Code-of-Conduct.pdf">https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Supplier-Code-of-Conduct.pdf</a>									
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes								
4.	Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) mapped to each principle.									
	Principle 1	ISO 9001:2015 Quality Management System Standard								
	Principle 2	ISO 45001:2018 Health and Safety Management System Standard (OHSAS)								
	Principle 3	ISO 14001:2015 Environment Management System Standard								
	Principle 4	ISO 50001:2018 Energy Management System Standard								
	Principle 5	ISO 22301:2019 Business Continuity Management System Standard								
	Principle 6	ISO 20000:2018 Service Management System Standard								
	Principle 7	ISO 27001:2013 Information Security Management System								
	Principle 8									
	Principle 9									
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.									
		<ul style="list-style-type: none"> <li>Carbon emission (Scope 1+2): Achieve Net Zero GHG emissions by FY'40</li> <li>CSR - Reaching 2,25,000 lives through community development initiatives by FY'30</li> <li>Happiness - Sustain Happiness index score to 82 or more by FY'25</li> <li>Diversity and Inclusion - Creating a gender-balanced workplace with 35% women employees by FY27 and 40% by FY30</li> <li>Procurement and supplier diversity - Assess all the suppliers based on sustainable procurement criteria by FY'30</li> </ul>								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.									
		<ul style="list-style-type: none"> <li>Net GHG emissions (Scope 1+2) - 2,946.09 tCO2e (FY23 emissions - 3,740.5 tCO2e, 21.24% reduction compared to FY23 in FY24)</li> <li>94,647 lives impacted in last 4 years through community development initiatives of education and employment (FY'23 - Impacted 73408 lives through community development from FY'21)</li> <li>66,931 lives impacted through fever clinics</li> <li>Happiness index for FY'24 - 84</li> <li>Gender Diversity in permanent employees for FY'24 - 30.4% (sustained the percentage from last year)</li> <li>The Sustainable Procurement Policy and Supplier Code of Conduct has been published, Assessed 56% of A class suppliers on sustainable procurement criteria against the target of 20% in FY'24</li> </ul>								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7*	P8	P9
<b>Governance, leadership and oversight</b>									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)									
Implementing targeted strategies to position ourselves as the preferred partner for our clients, we continue to diversify our customer base, expand our market reach, and cultivate enduring relationships. Looking ahead, we identify the following drivers of future growth: strengthening client focus through a robust go-to-market strategy aligned with our Experience, Engagement, and Engineering pillars; enhancing sales performance by implementing a new sales platform and fostering strategic alliances; strategically investing in expanding service lines, including Enterprise as a Service (ESAS) and Advanced Engineering Services (AES), among others. Additionally, prioritizing talent transformation through advanced skill development programs, we aim to enrich our associates' proficiency in critical domains such as solution architecture, product management, and program management. In our sustainability journey, anchored by our Environmental, Social, and Governance (ESG) charter, we have made significant strides integrating innovation and technology to drive sustainability forward. Emphasizing measurable change, we have adopted sustainability measures such as virtualization, cloud migration, green-labeled hardware procurement, and improved energy management practices. Furthermore, we have substantially enhanced our energy consumption profile by adopting renewable energy options, increasing our global use of green energy to over 31.5%, compared to 18% in the previous year. Complementing these efforts, we have launched various programs focused on holistic wellbeing and skill development in emerging technologies for our associates, which are integral to our community development initiatives promoting technology-based education and employment planning.									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy/policies	Mr. Manish Tandon								
	Designation - CEO & MD								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The Sustainability and Corporate Social Responsibility (SCSR) Committee constituted by the Board of Directors helps to enhance the focus on the ESG and sustainability agenda. The Committee is inter-alia responsible for the following:								
	1. To formulate and recommend to the Board, a Sustainability Policy inter-alia covering Environment, Social, and Governance ('ESG') principles and to recommend appropriate changes/modifications to the policy, from time to time.								
	2. To review performance on Sustainability goals, targets and strategy and provide guidance to achieve the same.								
	3. To review and recommend Sustainability Report to the Board.								

#### 10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/Half yearly/Quarterly/ Any other- please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Business responsibility and sustainability policies (including amendments) of the Company are periodically reviewed by department/division heads, business heads and the Managing Director. During these assessments, the efficacy of the company policies is reviewed and adequate changes to policies, procedures and internal controls are also implemented.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company complies with the existing regulations as applicable. There have been no instances of non-compliance.																	

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.					No				

#### 12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)						Not Applicable			
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

### Section C: Principle Wise Performance Disclosure

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

#### Principle 1:

**Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**



#### Essential Indicators

##### 1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	2	All Principles	100%
Key Managerial Personnel	2	All Principles	100%
Employees other than BoD and KMPs	5	All Principles	91%
Workers		Not Applicable	

##### 2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Monetary		
			Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Principle 1	South African Revenue Service	8,29,964	Non filing of NIL annual payroll return (EMP 501) with South African Revenue Service (SARS).	No
Settlement					
Compounding fee			None		



Non-Monetary			
NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment Punishment		None	

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not applicable	Not applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The organization upholds a strict zero-tolerance stance concerning any occurrences of corruption, bribery, unlawful practices, or misconduct associated with its business operations. It is expected that all employees adhere to the highest standards of integrity and familiarize themselves with the Anti-Bribery and Responsible Gifting Policy, which is accessible on the company's intranet and RPG Code of Conduct which is published on Zensar website. Both policies provide detailed guidelines and restrictions regarding these matters, aiming to inform staff members and stakeholders about prohibited actions and the inadvertent engagement in activities related to bribery, facilitation payments, or corruption, even if such involvement is unintentional.

RPG's Code of Conduct: <https://www.zensar.com/> (Please see the footer of the website for reference)

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption.

	FY 2023-24	FY 2022-23
Directors	None	None
KMPs		
Employees	Not Applicable	
Workers		

6. Details of complaints with regard to conflict of interest:

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	--	Nil	--
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	--	Nil	--

7. Provide details of any corrective action taken or underway on issues related to fines / penalties /action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

	FY 2023-24	FY 2022-23
Number of days of accounts payables	Not Available	

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Not Applicable	
	b. Number of trading houses where purchases are made from		
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
a. Sales to dealers / distributors as % of total sales			
b. Number of dealers / distributors to whom sales are made			
c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors			
	a. Purchases (Purchases with related parties / Total Purchases)	0.01300*	0.01474*
	b. Sales (Sales to related parties / Total Sales)	0.00032	--
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties / Total Investments made)	Nil	Nil

\*Note: These are the transactions made with RPTs during the year FY 2024 and FY 2023. However, these are not direct purchases of any services or products, it includes rent and consultancy related to TAX and FEMA.

## Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the skill	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
Nil		

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/ No) If Yes, provide details of the same.

On an annual basis, it is ensured that each of the organization's directors provides a formal affirmation of their compliance with the RPG Code of Conduct. This affirmation underscores their unwavering dedication not only to upholding the prescribed standards within the code but also to adeptly addressing any potential conflicts of interest that may arise during the execution of their duties.

**Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe**



**Essential Indicators**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	INR 15 million	INR 15 million	<p><b>1. Environment &amp; Human Safety:</b> The organization collaborated with a prominent UK-based utilities company specializing in water and wastewater asset management. Through joint efforts, they embarked on a business process transformation leveraging cutting-edge technologies such as automation, AI, and computer vision. The innovation is twofold: i. It provides comprehensive coverage of environmental factors by encompassing all utility services. ii. It plays a crucial role in preserving lives by mitigating the risks associated with accidentally striking underlying assets, thereby preventing accidents.</p> <p><b>2. Social Impact: Inclusivity:</b> The implementation of AI for Diversity and Inclusion involves the identification and rectification of gender bias within organizational data. This innovative approach detects various stereotypical biases, thereby facilitating informed decision-making to promote equality and inclusivity within the organization.</p> <p><b>3. Carbon footprint reduction:</b> The organization is actively involved in the development of AI models that consolidate multiple use cases into one. Training and executing AI models, particularly large deep learning models, necessitate significant computational resources and energy consumption. This, in turn, contributes to the carbon footprint through the energy sources utilized to power the data centers and servers hosting these models. By developing assets that integrate multiple use cases into a unified framework, the organization reduces the computational power and data requirements, consequently mitigating the carbon footprint associated with AI operations.</p>
Capex	INR 4.52 million	INR 13.4 million	In FY 24, the capital expenditure (capex) investments of INR 4.52 million have been made for the purchase of LED lights, Energy & Water conservation, Waste Management, Green Zone development, AC replacements/retrofit, etc.

**2. Does the entity have procedures in place for sustainable sourcing? (Yes/No) b. If yes, what percentage of inputs were sourced sustainably?**

8% of inputs were sourced sustainably.

Zensar is dedicated to promoting sustainable sourcing through a range of strategies:

- The company has a longstanding commitment to sourcing goods from local suppliers, reducing the need for extensive transportation and minimizing fuel consumption, thus lowering carbon emissions.
- Zensar meticulously assesses its suppliers, evaluating them based on Environmental, Social, and Governance (ESG) parameters to ensure they align with the company's sustainability goals.

- To further enhance awareness and accountability, Zensar conducts various programs, employs checklists, and conducts audits to gather comprehensive information regarding its supply chain practices.
- Zensar prioritizes procurement from key suppliers and marginalized groups, thereby fostering inclusivity and supporting local communities.
- In recognition of sustainable practices, Zensar acknowledges and rewards suppliers who exemplify best practices in environmental stewardship and social responsibility.
- Zensar actively seeks strategic collaborations with like-minded partners to advance shared sustainable objectives, leveraging collective expertise and resources for greater impact and innovation.

<https://www.zensar.com/sites/default/files/legal/Sustainable-Procurement-Policy.pdf>

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Since, we are not in the manufacturing segment, this question is not applicable to us. However, Zensar got ISO 14001:2015 certification for all its facilities in India, demonstrating our concern about the environment. We are continuing to manage waste better by sorting waste, collecting it safely, and handling both hazardous and non-hazardous waste. We follow the 3-R rule: Reduce, Reuse, and Recycle, to deal with waste responsibly and protect the environment. Thereby, we hand over all the non-hazardous and hazardous waste to authorized recyclers only. In FY24, 100% hazardous and non-hazardous waste was diverted from disposal.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Since we do not fall into the definition of "PIBOs" as per the EPR guidelines, therefore EPR is not applicable to us.

**Leadership Indicators**

**1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
Not Applicable					

**2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product / Service	Description of the risk / concern	Action Taken
Not Applicable		

**3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24	FY 2022-23
Not Applicable		



4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed of.

	FY 2023-24			FY 2023-24		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Not Applicable			Not Applicable		
E-waste	Not Applicable			Not Applicable		
Hazardous waste	Not Applicable			Not Applicable		
Other waste	Not Applicable			Not Applicable		

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
	Not Applicable

**Principle 3:** Businesses should respect and promote the well-being of all employees, including those in their value chains



### Essential Indicators

1. a. Details of measures for the well-being of employees.

Category	Total (A)	% of employees covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities*	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Employees</b>											
Male	6,742	6,742	100%	6,742	100%	--	--	6,742	100%	5,669	84.08%
Female	2,947	2,947	100%	2,947	100%	2,947	100%	--	--	2,474	83.94%
<b>Total</b>	<b>9,689</b>	<b>9,689</b>	<b>100%</b>	<b>9,689</b>	<b>100%</b>	<b>2,947</b>	<b>100%**</b>	<b>6,742</b>	<b>100%**</b>	<b>8,143</b>	<b>84.04%</b>
<b>Other than Permanent Employees</b>											
Male											Not Applicable
Female											Not Applicable
<b>Total</b>											Not Applicable

\*Note: Data specific to India for Day care facilities

\*\* Benefits are being provided to all eligible employees, covering 100% of the workforce based on eligibility.

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities*	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Employees</b>											
Male											Not Applicable
Female											Not Applicable
<b>Total</b>											Not Applicable
<b>Other than Permanent Employees</b>											
Male											Not Applicable
Female											Not Applicable
<b>Total</b>											Not Applicable

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the company	INR 11.6 CR	INR 13.6 CR

2. Details of retirement benefits.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority. (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority. (Y/N/N.A.)
PF	100%	Not	Yes	100%	Not	Yes
Gratuity	100%	Applicable	Yes	100%	Applicable	Yes
ESI	0		Not	0		Not
			Applicable			Applicable
Others – please specify	Not available		Not	Not available		Not available
			Applicable			Applicable

3. Accessibility of workplaces

The leadership of the organization steadfastly advocates for inclusivity within the workplace, with a particular emphasis on achieving adequate representation of women and persons with disabilities (PwD) in the workforce, and fostering the development of multicultural and multigenerational teams. In alignment with this commitment, the entity has pledged its support to the Valuable 500 campaign through the World Economic Forum. As part of its dedication to fostering an inclusive infrastructure, the entity's SEZ offices located in Hyderabad, Bangalore, and Eon IT Park, as well as all onsite locations in the US, UK, and SA, are compliant with accessibility standards. In many of our office locations, these accessibility features include elevator access, washrooms designed for differently abled employees and guests, ramps with handrails, wheelchair access, priority evacuation procedures during emergencies, in-person support upon request, dedicated parking areas for persons with disabilities for both four-wheelers and two-wheelers, as well as facilities such as healing rooms, doctors' rooms, and lactation rooms.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

As an equal opportunity employer, Zensar is committed to fostering diversity and inclusive selection practices. This commitment extends to ensuring that qualified long-term unemployed job seekers are given equitable consideration for employment opportunities. The company provides equal opportunities to individuals from all segments of society, including Persons with Disabilities (PWD). Zensar ensures that workplace provisions align with the provisions outlined in the Rights of Persons with Disabilities Act, 2016 ("Act"). It pledges to offer equal and impartial employment opportunities to all qualified applicants, devoid of bias or discrimination. No individual with a disability will be denied employment opportunities based on their disability status, and all vacancies will be filled based on individual competence, ability, trainability, and suitability concerning job requirements.

<https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Human-Rights-Policy-updated-24022023.pdf>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	89.52%	Not Applicable	
Female	99.34%	89.54%	Not Applicable	

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

	(If Yes, then give details of the mechanism in brief)
Permanent Workers	Not Applicable
Other than Permanent Workers	
Permanent Employees	The Company has implemented a Grievance Review Committee (GRC) to address employee concerns at various locations throughout India. This committee conducts detailed investigations to gain a thorough understanding of the grievances raised, gathering pertinent information and evidence as feasible. Employees are encouraged to report their grievances through the designated email address, <a href="mailto:GRC@Zensar.com">GRC@Zensar.com</a> . Subsequently, based on the findings of the investigations, the GRC members formulate recommendations regarding the appropriate actions to address the grievances effectively.
Other than Permanent Employees	

**7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:**

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
<b>Total Permanent Employees</b>	No such associations					
- Male						
- Female						
<b>Total Permanent Workers</b>	Not Applicable					
- Male						
- Female						

**8. Details of training given to employees and workers:**

Category	FY 2023-24					FY 2022-23				
	Total (A)	*On Health and safety measures		On Skill upgradation		Total (D)	*On Health and safety measures		On Skill **upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	No. (B)	% (B/A)	No. (C)
<b>Employees</b>										
Male	7,239	7,239	100%	6,888	95.15%	7,398	6,160	83.27%	6,863	92.77%
Female	3,110	3,110	100%	2,951	94.89%	3,165	3,165	71.37%	2,952	93.27%
<b>Total</b>	<b>10,349</b>	<b>10,349</b>	<b>100%</b>	<b>9,839</b>	<b>95.07%</b>	<b>10,563</b>	<b>9,325</b>	<b>88.28%</b>	<b>9,815</b>	<b>92.92%</b>
<b>Workers</b>										
Male	Not Applicable									
Female	Not Applicable									

\*Health and safety training is provided to both Full-Time Employees (FTEs) and Non-Permanent Employees, ensuring the well-being of all staff. However, skill upgrade training is exclusively offered to FTEs for their professional development.

\*\* Numbers are on consolidated level

**9. Details of performance and career development reviews of employees and worker:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	6,742	5,730	85.00%	6,952	5,522	79.40%
Female	2,947	2,528	85.80%	3,050	2,382	78.10%
<b>Total</b>	<b>*9,689</b>	<b>8,258</b>	<b>85.20%</b>	<b>*10,002</b>	<b>7,904</b>	<b>79.00%</b>
<b>Workers</b>						
Male	Not Applicable					
Female	Not Applicable					
<b>Total</b>	Not Applicable					

\*Note: only permanent employees

**10. Health and safety management system:**

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, what is the coverage of such a system?**

Yes. Zensar has implemented an occupational health & safety management system through following ways:

Occupational health and safety:

- We are committed to continuously enhancing health and safety practices for all employees (permanent and contractual), service providers, and visitors.
- Our Environment, Health, Safety and Energy (EHSEn) Policy and Objectives are established at the organizational level and reviewed annually or as needed to align with the organization's strategic direction.
- All our India offices are certified under ISO 45001:2018.

Creating a culture of safety:

- We integrate health and safety into our business planning, decision-making, and management practices.
- We regularly carry out health awareness initiatives and provide employees with access to a dedicated e-learning module on health and safety.
- Organization-level objectives are translated into function/delivery level objectives and monitored using performance indicators with targets.
- We have plans for achieving these objectives that outline the roles and responsibilities of employees, and we periodically measure progress against these targets.

Health and safety training:

- We conduct regular health and safety training for employees, facilitated by both internal and external domain experts.

- This ensures that our employees possess the necessary knowledge and skills to maintain a safe and healthy work environment.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Zensar prioritizes health and safety through the following measures:

- We maintain a risk assessment register and regularly conduct fire drills to ensure preparedness.
- We assess activities in our workspace to identify potential health and safety risks.
- After the assessment, we establish mitigation and contingency plans to minimize these recognized risks.
- We communicate these plans to our employees to raise awareness and ensure everyone's well-being.
- Visual aids such as safety signage and guidelines are displayed throughout our office premises and equipment to promote safe practices.
- We organize training programs conducted by both internal and external domain experts to prioritize health and safety for our employees.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.**

Yes, we have provided employees with the following means to report such hazards:

- Display of emergency numbers are at prominent locations across all office premises.
- [HealthandSafety@zensar.com](mailto:HealthandSafety@zensar.com) is used to report Work-related hazards.

**d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?**

Yes, Zensar provides non-occupational medical and healthcare services to all its employees.



At Zensar, we prioritize the wellbeing of our employees and are committed to supporting their physical, financial, mental, and social wellness. To achieve this, we regularly organize wellness sessions designed to address various aspects of employee wellbeing.

Additionally, we offer counseling services through our Zensar Associate Assistance Program (ZAAP). This program provides a safe and confidential platform for employees to express their concerns and receive professional guidance from counselors who specialize in their respective fields.

#### 11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY Current	FY Previous
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees		Nil
	Workers		Not Applicable
Total recordable work-related injuries	Employees		Nil
	Workers		Not Applicable
No. of fatalities	Employees		Nil
	Workers		Not Applicable
High consequence work-related injury or ill-health (excluding fatalities)	Employees		Nil
	Workers		Not Applicable

#### 12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Our priority is to ensure the health and safety of our people and following measures are taken by us to ensure a safe and healthy workplace:

- Activities in the workspace are assessed to identify health and safety risks.
- Mitigation and contingency plans are established post-assessment to minimize recognized risks.
- Employees are informed about the plans to create awareness.
- Visual aids like safety signages and dos and don'ts are displayed across the office premises and equipment to promote safe use.
- Internal and external experts conduct training programs to prioritize employee health and safety.
- The EHS team is involved in selecting and identifying service providers, inspecting and recording EHS requirements monthly.
- EHS induction programs cover all employees, workers (permanent and contractual), service providers, and visitors.
- The EHS team provides training on systems improvement, environmental impact assessment, and compliance with ISO 14001 and 45001 standards.
- Relevant staff and workers receive specific training on material handling, storage, and chemical safety based on their job profiles.

#### 13. Number of complaints on the following made by employees and workers

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions						Nil
Health & Safety						Nil

#### 14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% of India locations and Major overseas Locations*
Working Conditions	100% of India locations and Major overseas Locations*

\*Assessment was conducted by third party.

#### 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not Applicable

### Leadership Indicators

#### 1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Employees: Zensar ensures its employees are supported even during difficult times by offering life insurance and compensatory packages in case of death. To provide additional assistance, the company has developed a policy to offer funeral support and aid for children's education. This demonstrates Zensar's commitment to the well-being of its employees and their families beyond the workplace.

Workers: Not Applicable

#### 2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

- TDS: TDS is deducted and reimbursed promptly for all vendors in accordance with government regulations. It is deducted during invoice accounting by the AP (Accounts Payable) team based on applicable slabs, and the remaining payment is processed to the supplier.
- GST: Vendors include CGST/IGST in their invoices, and the AP (Accounts Payable) team calculates input tax credit for GST returns. The TAX team reimburses this credit on a monthly basis. GST is calculated based on the HSN code for goods and SAC code for services.

#### 3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employee				Nil
Worker				Not Applicable

#### 4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Not Available

#### 5. Details on assessment of value chain partners:

Category	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	8.3%
Working Conditions	

#### 6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

None, since no risk identified.

**Principle 4:** Businesses should respect and promote the well-being of all employees, including those in their value chains



**Essential Indicators**

**1. Describe the processes for identifying key stakeholder groups of the entity.**

Various key stakeholder groups have been identified based on their significance to the business, their level of involvement, and their primary priorities and concerns. These groups encompass:

- Customers: Individuals who depend on our products and services to fulfill their needs and achieve satisfaction.
- Employees: Committed individuals who contribute their skills and efforts to the organization.
- Shareholders: Owners of the company who have invested in its success.
- Investors and analysts: Financial experts and entities who monitor our performance and offer insights.
- Communities: Local and global communities where we operate and make an impact on lives.
- Vendors: Suppliers and partners who collaborate with us to deliver quality goods and services.
- Regulatory authorities: Governing bodies and agencies responsible for overseeing our operations and ensuring compliance.

Through recognition and engagement with these stakeholder groups, the organization ensures that their interests and concerns are addressed in the formulation of business strategies and decision-making processes.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Government and regulatory authorities	--	<ul style="list-style-type: none"> <li>• Meeting the directives of Regulatory Authority.</li> <li>• Submissions of various returns and</li> <li>• Compliances with statutory authorities</li> <li>• Partnerships with industry bodies and associations</li> </ul>	As and when required	<ul style="list-style-type: none"> <li>• Compliance and legal requirements</li> </ul>
Employees	Yes	<ul style="list-style-type: none"> <li>• Happiness index survey</li> <li>• Workshops and team building exercises</li> <li>• Emails/ newsletters</li> <li>• Townhall sessions</li> <li>• Ombuds processes</li> </ul>	Monthly/ ongoing basis	<ul style="list-style-type: none"> <li>• Employee Wellbeing</li> <li>• Skill Development</li> <li>• Ethical Behavior</li> <li>• Employee Feedback</li> <li>• Team Building</li> </ul>
Customers	--	<ul style="list-style-type: none"> <li>• Strategic discussions on business success and outcome metrics</li> <li>• Operational customer feedback</li> <li>• Customer engagement surveys</li> <li>• Account reviews</li> <li>• Regular meetings</li> </ul>	Quarterly/ Annually	<ul style="list-style-type: none"> <li>• Quarterly Business Reviews</li> <li>• Customer Engagement Survey</li> </ul>

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers	Yes	<ul style="list-style-type: none"> <li>• Vendor engagement interactions</li> <li>• Workshops and training</li> <li>• Grievance redressal mechanism</li> </ul>	As and when required	<ul style="list-style-type: none"> <li>• Vendor engagement and training</li> </ul>
Local community	--	<ul style="list-style-type: none"> <li>• Community wellbeing and development</li> <li>• initiatives</li> <li>• Grievance redressal mechanism</li> </ul>	As and when required	<ul style="list-style-type: none"> <li>• Educational initiatives</li> <li>• Employment initiatives</li> <li>• Community wellbeing</li> </ul>
Investors	--	<ul style="list-style-type: none"> <li>• Quarterly briefings</li> <li>• Analysts meet</li> </ul>	Quarterly	<ul style="list-style-type: none"> <li>• Business performance briefing</li> </ul>
Shareholders	--	<ul style="list-style-type: none"> <li>• Quarterly and annual financial results</li> <li>• Annual reports</li> <li>• Annual general meetings</li> <li>• Investor presentations</li> </ul>	Annually/As and when required	<ul style="list-style-type: none"> <li>• Financial Results Progress</li> <li>• Statutory information</li> </ul>

**Leadership Indicators**

**1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

Zensar engages with its stakeholders to deliberate on significant subjects and consistently evaluates their relevance. Through these engagements, a diverse array of issues pertinent to each stakeholder group is identified. Subsequently, the ESG Council prioritizes these topics based on their potential economic, environmental, or social implications for Zensar's business, reputation, and operational aspects. Annually, during the Annual General Meeting, this feedback is shared with the board, facilitating shareholder discussions on various matters. Various communication channels, such as customer surveys and interactions with vendors and partners, are utilized to engage stakeholders effectively. Any notable concerns raised are deliberated upon in SCSR committee (Sustainability and CSR committee at Board level) at regular interval and various board meetings, encompassing financial, audit, and other committee sessions, ensuring the board remains apprised of critical issues.

**2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes. Zensar's ESG strategy regarding material topics draws upon insights collected through stakeholder consultations involving various parties such as employees, management, external stakeholders including vendors and customers. These inputs are carefully considered and processed through our designated tool to determine our material topics. Following this process, material topics are then assessed, shortlisted, and prioritized based on their significance in relation to both our stakeholders and the overall business operations.

**3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

Details regarding instances indicate that Zensar's CSR team engages with communities, while the Commercial team fosters relationships with MSMEs and enterprises focusing on women empowerment. Despite these engagements, no complaints or concerns have been reported from these entities. Zensar has dedicated cell for Customer engagement and feedback. Investors, Shareholders can bring their concerns through whistleblower mechanism or during dedicated sessions and meetings.



**Principle 5: Businesses should respect and promote human rights**

**Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	9,689	9,547	98.53%	10,002	9,556	95.54%
Other than permanent	660	638	96.67%	561	545	97.15%
<b>Total employees</b>	<b>10,349</b>	<b>10,185</b>	<b>98.42%</b>	<b>10,563</b>	<b>10,101</b>	<b>95.63%</b>
<b>Workers</b>						
Permanent						
Other than permanent						
<b>Total Workers</b>						Not Applicable

2. Details of minimum wages paid to employees and workers, in the following format

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than minimum Wage		Total (D)	Equal to Minimum Wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	No. (B)	% (B/A)	No. (C)
<b>Employees</b>										
Permanent	9,689	--	--	9,689	100	10,002	--	--	10,002	100
Other than permanent	--	--	--	--	--	--	--	--	--	--
<b>Total employees</b>	<b>9,689</b>	<b>--</b>	<b>--</b>	<b>9,689</b>	<b>100</b>	<b>10,002</b>	<b>--</b>	<b>--</b>	<b>10,002</b>	<b>100</b>
<b>Workers</b>										
Permanent										
Other than permanent										
<b>Total workers</b>										Not Applicable

3. a. Details of remuneration/salary/wages, in the following format:

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	9	INR 8.5 Lakhs	1	INR 17 Lakhs
Key Managerial Personnel	3	INR 90 Lakhs	--	--
Employees* other than BoD and KMP				Provided Below
INR	5,574	17,73,750	2,432	11,51,535
GBP	269	69,439	113	63,345
EURO	16	91,558	2	69,947
MXN	22	3,52,223	13	3,74,000
COL	51	10,83,85,560	33	12,60,00,000
USD	652	1,17,411	262	1,10,000
ZAR	149	7,16,982	83	4,39,950
SDG	-	-	3	1,20,428

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
PLN	2	2,00,613	4	2,39,823
CHF	4	1,42,537	2	1,24,475
Workers				Not Applicable

Note:\*only permanent employees

- b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particulars	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	24.04%	24.46%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Zensar has instituted a Grievance Review Committee (GRC) to facilitate the resolution of employee concerns at different sites across India. The GRC teams are tasked with conducting in-depth investigations to gain a holistic understanding of the grievances brought forward. Employees are encouraged to report their grievances through the designated email address, [GRC@Zensar.com](mailto:GRC@Zensar.com). Subsequently, upon completion of the investigations, the GRC members will formulate and submit their recommendations regarding the appropriate course of action to address the identified grievances. This structured approach ensures a thorough and fair process for addressing employee concerns within the organization.

6. Number of Complaints on the following made by employees and workers:

Aspect	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	5	Nil	--	1	Nil	--
Discrimination at workplace	Nil	Nil	--	Nil	Nil	--
Child Labour	Nil	Nil	--	Nil	Nil	--
Forced Labour/Involuntary Labour	Nil	Nil	--	Nil	Nil	--
Wages	Nil	Nil	--	Nil	Nil	--
Other human rights related issues						None

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:\*

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	5	1
Complaints on POSH as a % of female employees / workers	0.16% (on consolidated basis)	0.03% (on consolidated basis)
Complaints on POSH upheld	5	1

\*Note: Out of a total of five complaints regarding sexual harassment, four have been reported from India under the POSH act. The percentage calculation is conducted on a global scale.

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

Concerns regarding discrimination and harassment can be promptly and informally addressed by engaging in discussions with the employee's immediate supervisor or the HR Manager for the respective region. We have Internal Complaints Committee (ICC) at every location in India to handle sexual harassments related complaints. Grievances of non-sexual nature are handled by HR and any type of complaints requiring escalation are handled by the Corporate Governance & Ethics Committee (CGEC), as stipulated in the RPG Code of Corporate Governance & Ethics.

Zensar also has POSH policy which specifically has rules defined on complaint management and ensuring protection for complainant in sexual harassments cases. All complaints, sexual and non-sexual in nature, undergo impartial investigation and are addressed based on the findings. We are committed to ensuring that there is no retaliation against any individual who raises a complaint. Engaging in retaliatory behavior will result in disciplinary actions, including termination. As a standard practice, all complaints and investigation details are treated with utmost confidentiality.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes. In all contractual agreements, whether with vendors or customers, Zensar places a strong emphasis on compliance with legal mandates. The Constitution of India and pertinent labor laws underscore fundamental aspects of human rights, such as the right to work, fair working conditions, equitable remuneration, and privacy protection. These rights are pivotal not only for the organization but also for its vendors, customers, and partners. It is crucial that all parties actively uphold these rights and ensure their effective implementation within collaborative endeavors.

**10. Assessments of the year**

Aspects	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labor	Nil
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

Not Applicable

**Leadership Indicators****1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

Not Available

**2. Details of the scope and coverage of any Human rights due-diligence conducted**

Not Available

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes. Zensar's facilities prioritize accessibility, encompassing features such as elevator access, washrooms tailored for differently abled individuals, ramps with accompanying handrails, wheelchair accessibility, expedited evacuation procedures during emergencies, on-demand in-person assistance, designated parking areas for both four-wheelers and two-wheelers for persons with disabilities, as well as dedicated spaces like healing rooms, doctors' offices, and lactation rooms.

**4. Details on assessment of value chain partners:**

Human rights	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	Nil
Discrimination at workplace	
Child labour	
Forced/involuntary labour	
Wages	
Others – please specify	

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

Not Applicable

**Principle 6: Businesses should respect and make efforts to protect and restore the environment****Essential Indicators****1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>From renewable sources (In GJ)</b>		
Total electricity consumption (A)	7,443.89	4,449.55
Total fuel consumption (B)	--	--
Energy consumption through other sources (C)	--	--
<b>Total energy consumed from renewable sources (A+B+C) (In GJ)</b>	<b>7,443.89</b>	<b>4,449.55</b>
<b>From non-renewable sources (In GJ)</b>		
Total electricity consumption (D)	15,983.10	19,875.74
Total fuel consumption (E)	214.58	331.89
Energy consumption through other sources (F)	--	--
<b>Total energy consumed from non-renewable sources (D+E+F) (In GJ)</b>	<b>16,197.68</b>	<b>20,207.62</b>
<b>Total energy consumed (A+B+C+D+E+F) (In GJ)</b>	<b>23,641.57</b>	<b>24,657.17</b>
Energy intensity per rupee of turnover (Total energy consumed (GJ) / Revenue from operations)	0.48/million rupee of turnover	0.50/million rupee of turnover
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed (GJ) / Revenue from operations adjusted for PPP) (revenue is in million INR)	10.98	11.44
<b>Energy intensity in terms of physical Output</b>	Not Applicable	Not Applicable
Energy intensity (optional) – the relevant metric may be selected by the entity ((GJ)/ Full Time Employee (FTE))	2.28*	2.33*

\*We used employee headcount to work our energy intensity

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, evaluation has been conducted by an external agency for FY 23

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Not Applicable

**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kiloliters)</b>		
(i) Surface water	Nil	Nil
(ii) Groundwater	Nil	Nil
(iii) Third party water	824.00	133.42
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	19,274.00	22,856.00
<b>Total volume of water withdrawal (In kilolitres) (i + ii + iii + iv + v)</b>	<b>20,098.00</b>	<b>22,989.42</b>
<b>Total volume of water consumption (In kilolitres)</b>	<b>20,098.00</b>	<b>22,989.42</b>
Water intensity per rupee of turnover (Total water consumption (KL) / Revenue from operations)	0.41/million rupee of turnover	0.47/million rupee of turnover
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption (KL) / Revenue from operations adjusted for PPP) (revenue is in million INR)	9.38	10.85
<b>Water intensity in terms of physical Output</b>	Not Applicable	Not Applicable
<b>Water intensity**</b> (optional) – the relevant metric may be selected by the entity (Water Consumed in KL/FTE)	2.46	2.92

\*Data specific to India

\*\*Used employee headcount of India to calculate water intensity



**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.**

Yes, We have engaged EKI Energy Services Ltd. for assessment and assurance for Pune Campus location for FY23

**4. Provide the following details related to water discharged:**

Parameter	FY 2023-24	FY 2022-23
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water		
• No treatment		
• With treatment – please specify level of treatment		
(ii) To Groundwater		
• No treatment		
• With treatment – please specify level of treatment		
(iii) To Seawater		
• No treatment		
• With treatment – please specify level of treatment		
(iv) Sent to third-parties		
• No treatment		
• With treatment – please specify level of treatment		
(v) Others		
• No treatment		
• With treatment – please specify level of treatment		
<b>Total water discharged (in kilolitres)</b>		

\*For Zensar's owned premises In India

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency. No**

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

In our Pune Campus, we have our own premises equipped with a Sewage Treatment Plant (STP) capable of managing sewage from multiple buildings, with a capacity of 150 KLD. Under the hybrid working model, the STP produces an average treated water output of approximately 55 KLD. Additionally, in India, all leased premises are equipped with Sewage Treatment Plants (STPs) as well.

We have established a Zero Liquid Discharge mechanism through the implementation of the following measures:

- Prioritizing water conservation and efficient usage within our facilities to address the global water crisis.
- Implementing measures like groundwater recharge, drip irrigation, sensor-based taps in restrooms, and in-house sewage treatment plant (STP) to recycle 85% of daily water consumption.
- Implementing rainwater harvesting techniques and developing watershed structures to further reduce water consumption and promote sustainability.
- Striving towards achieving water positivity by balancing demand with available supply.
- Utilizing the Sewage Treatment Plant (STP) to recycle all wastewater for home gardening purposes, contributing to sustainable water management.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:\***

Parameter	Please specify unit	FY 2023-24	FY 2023-23
NOx	tonnes/annum	0.05	0.05
SOx	tonnes/annum	0.02	0.04
Particulate matter (PM)	tonnes/annum	0.01	0.01
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – Ozone Depleting Substances (HCFC - 22 or R-22)			

\*Data specific to Zensar's owned premises in India

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency. No**

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23*
<b>Total Scope 1</b> emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	487.09	341.05
<b>Total Scope 2</b> emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	2,459.00	3,399.52
<b>TOTAL</b>	Metric tonnes of CO <sub>2</sub> equivalent	<b>2,946.09</b>	<b>3,740.57</b>
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>	(tCO <sub>2</sub> e/ Revenue from operations)	<b>0.06/million rupee of turnover</b>	<b>0.08/million rupee of turnover</b>
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP) (revenue is in million INR)	(tCO <sub>2</sub> e/ Revenue from operations adjusted for PPP) (revenue is in million INR)	1.36	1.77
Total Scope 1 and Scope 2 emission intensity in terms of physical output	Not Applicable		
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	(tCO <sub>2</sub> e/ Full Time Employee (FTE))	0.28*	0.35*

Note: We engaged with a third party to validate GHG inventory for SBTi commitment which led to some key updates including:

- Revised calculation factor affecting scope 2 emissions
- Expanded data inclusion for stationary combustion in scope 1

Due to these updates, SBTi baseline year was shifted from FY19 to FY23

\*Intensity calculated based on employee headcount

**Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes, evaluation has been conducted by an external agency for FY 23**

**8. Does the entity have any project related to reducing GreenHouse Gas emission? If Yes, then provide details.**

The current 350 KWP plant at our Pune Campus is slated for an upgrade to approximately 550 KWP by FY25. Additionally, we have initiated the process of procuring 75% of our energy requirements from green sources through our local distribution company, MSEDCL.

1. In FY24, the renewable energy footprint at our Pune Campus increased from 12.51% in FY23 to 30.57%.
2. The Hyderabad office now exclusively operates on 100% renewable energy.
3. The Bangalore office has successfully achieved 80% renewable energy usage.
4. Both our UK Reading and London offices are powered entirely by renewable energy sources.

**9. Provide details related to waste management by the entity, in the following format:**

Parameter	#FY 2023-24	FY 2022-23**
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	0.18	0.28
E-waste (B)	53.38*	2.38**
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	15.76*	1.92
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0.41	0.42
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	228.11	25.73
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>297.84</b>	<b>30.73</b>

Parameter	#FY 2023-24	FY 2022-23**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.006/million rupee of turnover	0.0006/million rupee of turnover
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP) (revenue is in million INR)	0.14	0.01
<b>Waste intensity in terms of physical output</b>	Not Applicable	
<b>Waste intensity (optional) – the relevant metric may be selected by the entity</b> (Employee Headcount)	0.03	0.04

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category	FY 2023-24	FY 2022-23**
(i) Recycled	297.84	30.73
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
<b>Total</b>	<b>297.84</b>	<b>30.73</b>

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	FY 2023-24	FY 2022-23**
Category of waste	---	---
(i) Incineration	---	---
(ii) Landfilling	---	---
(iii) Other disposal operations	---	---
<b>Total</b>	<b>---</b>	<b>---</b>

Note: \*The closure of offices and warehouse has led to an increase in the volume of waste.

\*\* The data pertains solely to the India location, as collecting global data poses challenges. Additionally, there was a clerical error in the quantity of E-waste, which has been rectified.

#Global data is provided for FY 2023-24

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No**

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Grounded in our dedication to sustainability, we embrace the principles of Reduce, Reuse, and Recycle (3-R) across all our operations. This comprehensive approach enables us to manage waste responsibly, significantly reducing our environmental impact.

Here's how we put our commitment into action:

- We have implemented the 3-R philosophy of Reduce, Reuse, and Recycle across all our operations. As part of our waste reduction strategy, we have introduced an Organic Waste Converter (OWC) at Pune-owned facilities. It recycles waste generated from our offices and converts it into compost for agricultural use.
- We have taken proactive measures by redirecting over 1,133 end-user assets to government-approved e-waste vendors for safe disposal, ensuring responsible management of electronic waste.
- Dry waste materials such as plastic, wood, glass, metals, and paper are directed to authorized recyclers, further promoting sustainable waste management practices.
- In addition, we prioritize environmental awareness and education among our employees through e-learning modules, fostering a culture of environmental stewardship and responsibility.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
			Not Applicable

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
			Not Applicable		

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
	Yes, Zensar is compliant with all applicable environmental law/ regulations/ guidelines.			

## Leadership Indicators

**1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): Not Applicable**

For each facility / plant located in areas of water stress, provide the following information:

- Name of the area:
- Nature of operations
- Water withdrawal, consumption, and discharge in the following format:

Parameter	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water		
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		Not Applicable
<b>Total volume of water withdrawal (in kilolitres)</b>		
<b>Total volume of water consumption (in kilolitres)</b>		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Into Surface water		
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		Not Applicable
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
<b>Total water discharged (in kilolitres)</b>		

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Not Applicable**



**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23*
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	7,758.57	7,807.77
<b>Total Scope 3 emissions per rupee of turnover</b>	(tCO <sub>2</sub> e/ Revenue from operations)	0.16/ million rupee of turnover	0.16/ million rupee of turnover
<b>Total Scope 3 emission intensity</b> (optional) – the relevant metric may be selected by the entity	(tCO <sub>2</sub> e/ Full Time Employee (FTE))	0.75*	0.74*

Note: We engaged with a third party to validate GHG inventory for SBTi commitment which led to some key updates including:

- Revised calculation factor affecting scope 3 emissions
- Scope 3 emission calculations are done for 8 categories in revised calculations

Due to these updates, SBTi baseline year was shifted from FY19 to FY23

\*Intensity calculated based on employee headcount

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)**  
**If yes, name of the external agency.** Yes, evaluation has been conducted by an external agency for FY 23

**3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

SL. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1.	Energy efficient data centers	<ol style="list-style-type: none"> <li>1. Implementation of virtualization technologies</li> <li>2. Implementation of hot/cold aisles for Data center</li> <li>3. Upgradation of IT hardware with enhance energy efficiency</li> <li>4. Implemented policies to ensure optimum usage of laptops and monitors power saving mode during idle periods</li> </ol>	Significant power consumption reductions.
2.	Optimization of HVAC by Chiller system integration	By integrating the chilled water pipelines between the two buildings (Rockies & Fuji) and operating a single chiller from the Fuji building, the initiative now supports the cooling requirements of both buildings	Estimated annual saving of 75,000 kWh
3	Air handling units retrofit	The transition to Electronically Commutated (EC) fans from conventional fans AC belt driven fans	Achieved more than 57% energy savings, reducing annual energy consumption by 9,361 kWh
4.	Sensor controls in HVAC units	Integrating stand alone cassettes/split AC units with occupancy and motion sensors to automatically turn off when not in use	Saving of 10-20% of energy typically consumed by these systems
5.	Replacement of Old air conditioning systems	Old AC systems being inefficient and oversized are replaced with new energy efficient Acs	Saving of a total of 17,832 kWh energy annually
6.	Adapting air conditioning strategies	Adaptive use of independent AC units in key areas reduced reliance on central systems	Achieving savings of 7,434 kWh annually.

SL. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
7.	Optimizing UPS systems	<ol style="list-style-type: none"> <li>1. With a reduced need for large UPS systems due to the adoption of laptops with built-in batteries and consolidation of office spaces, existing UPS systems were oversized and inefficient.</li> <li>2. Removal of unnecessary UPS capacity and the shift to stabilized raw power for workstations saved additional power consumption, contributing to overall energy efficiency.</li> </ol>	Saved on no load power consumption, contributing to overall energy efficiency.
8.	Use of renewable energy	<ol style="list-style-type: none"> <li>1. At our Pune Campus, a rooftop solar plant with a capacity of 350 KWp is now fulfilling approximately 16% of our total power needs.</li> <li>2. Increased Green energy share to 75% of total electricity being procured through MSEDCL for Pune campus</li> </ol>	Less dependency on non-renewable energy
9.	Encouraging waste recycling	Introduced an Organic Waste Converter (OWC) at our facilities with capacity to process 500 kgs of biodegradable waste daily.	<ul style="list-style-type: none"> <li>• No biodegradable waste disposed of outside the campus.</li> <li>• Monthly production of 200 kgs of compost</li> </ul>
10.	Sewage Treatment Plant (STP) with a capacity of 150 KLD	The average treated water output from the STP is calculated at approximately 55 KLD during Hybrid mode	Recycled water used for Gardening to reduce dependency on fresh water

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes. Zensar holds a certification for ISO 22301 for India locations, ensuring the establishment of an Organization-Level Business Continuity and Disaster Recovery Plan. This comprehensive plan encompasses various potential disruption scenarios along with their corresponding mitigation strategies, addressing potential impacts on the organization's operations.

Furthermore, apart from the Organization-Level Plan, project teams, function teams, and application owners are responsible for developing and maintaining project-specific, function-specific, and application-specific Business Continuity and Disaster Recovery (BCDR) plans. These plans are tailored to address unique disruption scenarios and mitigation strategies relevant to each project, function, or application.

Testing of these plans is conducted at both the Organization-Level and subsequently at the project, function, and application levels. Test outcomes and insights gathered are documented and stored in a centralized SharePoint repository for review and continuous enhancement of the Business Continuity Management System (BCMS).

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

No adverse impact to environment arised from our value chain.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

Zensar has set forth an ambitious objective to evaluate all its value chain partners by the end of the FY 2030. However, recognizing the importance of this endeavor, Zensar has proactively initiated the evaluation process ahead of schedule and assessed 56% of A class suppliers on sustainable procurement criteria in FY'24. This early action demonstrates our commitment to thorough assessment practices, as we have seamlessly integrated the evaluation procedure into their vendor registration process. By doing so, Zensar ensures that the assessment of value chain partners becomes an integral and systematic aspect of its operational framework, fostering transparency, efficiency, and accountability across its entire partner ecosystem.

**Principle 7:** Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.



### Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such a body) the entity is a member of/ affiliated to.

SL. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	NASSCOM	National
2	Confederation of Indian Industry (CII)	National

2. Provide details of corrective action taken or underway on any issues related to anti competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
	No issues emerged during the year	

### Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in the public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
			None		

**Principle 8:** Businesses should promote inclusive growth and equitable development



### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link

Not Applicable

3. Describe the mechanisms to receive and redress grievances of the community.

The local community is not significantly affected by our operations. However, there is a firm understanding that ongoing efforts are required to safeguard the communities within and around the Company's operational area. In addition, we encourage community members to voice any concerns they may have and foster an atmosphere of openness and accountability through website of RPG Foundation.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	13.00%	19.00%
Directly from within India	95.00%	81.00%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
Rural		
Semi-urban	Nil	Nil
Urban		
Metropolitan	100%	100%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

### Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Not Applicable.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

CSR Project	State	Aspirational District	Amount spent (In INR lacs)
Swayam (Overall) - ESD, Weave, Farm	Maharashtra,	Mumbai, Pune, Nagpur, Kolhapur, Ichalkaranji, Nashik, Dhule, Solapur, Pandharpur, Shirpur	165.33
	Telangana,	Hyderabad, Adilabad	
	Chattisgarh,	Raipur, Bilaspur	
	Madhya Pradesh	Indore	
	Rajasthan	Jaipur	
Education	Maharashtra	Mumbai	165.76
Heritage	Maharashtra	Mumbai	111.26
Community Development	Maharashtra, Telangana, Karnataka	Pune, Hyderabad, Bengaluru	171.15

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) – Yes

- (b) From which marginalized /vulnerable groups do you procure?

Women owned, Disabled/Veteran/LGBTQ owned

- (c) What percentage of total procurement (by value) does it constitute?

>0.31% current spend directed via diverse suppliers (Supplier count - women owned 2 No., Disabled/Veteran/LGBTQ owned - 2 No.)

13% current spend directed via Small Medium Micro Enterprises



**4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
				Not Applicable

**5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the Case	Corrective action taken
		Not Applicable

**6. Details of beneficiaries of CSR Projects:**

CSR projects mentioned below and pursued by the Company are meant to benefit vulnerable and marginalized groups of communities.

SL. No.	CSR Project	No. of persons benefited from CSR Projects	% Of beneficiaries from vulnerable and marginalized groups
1.	Swayam (Overall) - ESD, Weave, Farm	560 farmers 3 women weavers 2,500 ESD students 134 Faculties	Mostly all the beneficiaries are from marginalized groups.
2.	Education	1,320 children, 769 teachers	Mostly all the beneficiaries are from marginalized groups.
3.	Heritage	10,000	Mostly all the beneficiaries are from marginalized groups.
4.	Community Development	66,931 Fever clinic 830 Community Development benefits 4,123 health camps 1,000 blanket donation	Mostly all the beneficiaries are from marginalized groups.

**Principle 9:** Businesses should engage with and provide value to their consumers in a responsible manner



**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

Client Complaints at Zensar are handled via the Escalation Management process. The process ensures systematic addressal and actioning of all client escalations raised at various levels aiming towards enhanced client experience and satisfaction. This process also provides the basis for analysis of trends and ensuring root causes are identified and addressed timely.

Zensar employs a proactive survey system, known as Continuous Listening to regularly solicit in-flight feedback from customers. Additionally, we conduct the Customer Engagement Survey (CES) annually. This survey aims to capture customer expectations, evaluate experiences, and gauge the strength of our relationships with customers. Feedback from both the surveys are closely monitored, and improvements needed and tracked for closure

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	
Safe and responsible usage	Not Applicable
Recycling and/or safe disposal	

**3. Number of consumer complaints in respect of the following:**

Benefits	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0		0	0	
Advertising			Not Applicable			
Cyber-security	0	0		0	0	
Delivery of essential services			Not Applicable			
Restrictive Trade Practices			None			
Unfair Trade Practices						
Other			Nil			

**4. Details of instances of product recalls on account of safety issues:**

Aspect	Number	Reason for Recall
Voluntary recalls		
Forced recalls		Not Applicable

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes;

<https://www.zensar.com/information-security-management/>, <https://www.zensar.com/privacynotice/>

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

Not Applicable

**7. Provide the following information relating to data breaches:**

a. Number of instances of data breaches

None

b. Percentage of data breaches involving personally identifiable information of customers

None

c. Impact, if any, of the data breaches

**Leadership Indicators**

**1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

[www.zensar.com](http://www.zensar.com) (Company's website)

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

Not Applicable

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

Not Applicable

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief.**

Not Applicable

**5. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

Yes, Zensar conducts customer satisfaction survey.

# Annexure E to the Board's Report

Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

To,  
The Members,  
**Zensar Technologies Limited**  
**Zensar Knowledge Park, Kharadi,**  
**Plot No. 4 MIDC, Off Nagar Road, Pune- 411014**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zensar Technologies Limited** having CIN: L72200PN1963PLC012621 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013, as amended from time to time (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, External Commercial Borrowings and Overseas Direct Investment, wherever applicable;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**not applicable to the Company during the audit period**);
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 (**not applicable to the Company during the audit period**);
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**not applicable to the Company during the audit period**);
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2021 (**not applicable to the Company during the audit period**); and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**not applicable to the Company during the audit period**).

(vi) The management has identified and confirmed the compliances of the following laws as Specifically applicable to the Company:

- a) The Special Economic Zone Act, 2005,
- b) The Trade Mark Act, 1999,
- c) The Information Technology Act, 2000,
- d) Regulations of Software Technology Parks of India,
- e) Customs and Excise Act 1996,
- f) Foreign Trade Act, 1992,
- g) The Export and Import Policy of India.

We have also examined compliance with the applicable clauses and regulations of the following:

- (i) Secretarial Standards issued by 'The Institute of Company Secretaries of India'; and
- (ii) The Listing Agreement entered into by the Company with Stock Exchange(s) pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations').

During the year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards made thereunder.

### We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Further, in the incidences where, for the purpose of any Board or Committee Meeting, notice, agenda or notes to agenda are circulated with shorter period of less than seven days, all the Directors including Independent Directors have consented to the shorter period of circulation of the same.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following:

- i) During the year, the Company has allotted 1,67,833 equity shares pursuant to exercise of stock options under ESOP schemes of the Company viz. 2006 ESOP and 2016 EPAP scheme;
- ii) Board of Directors of Foolproof Singapore Pte Ltd, Singapore (Step down Subsidiary) and Zensar Technologies (Singapore) Pte Ltd, Singapore (Wholly owned Subsidiary) have approved the scheme of merger in the Board meeting of respective subsidiaries of the Company on December 1, 2023.

For **SVD & Associates**  
Company Secretaries

**Sridhar Mudaliar**  
Partner  
FCS No: 6156  
C P No: 2664

Place: Pune  
Date: April 25, 2024

Peer Review No.: 669/2020  
UDIN: F006156F000224715

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure A and forms an integral part of this report.



## 'ANNEXURE A'

To,  
The Members  
**Zensar Technologies Limited**  
**Zensar Knowledge Park, Kharadi,**  
**Plot No. 4 MIDC, Off Nagar Road, Pune- 411014**

Our Secretarial Audit Report of even date is to be read along with this letter.

### Management's Responsibility

- It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### Auditor's Responsibility

- Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
- We have relied on the documents and evidences provided physically and through electronic mode.
- Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

### Disclaimer

- The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

For **SVD & Associates**  
Company Secretaries

**Sridhar Mudaliar**  
Partner  
FCS No: 6156  
C P No: 2664

Place: Pune  
Date: April 25, 2024

Peer Review No.: 669/2020  
UDIN: F006156F000224715

## Annexure F to the Board's Report

### ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2023-24

- Brief outline on SCSR Policy of the Company.  
[https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/CSR\\_Policy-05.08.2022.pdf](https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/CSR_Policy-05.08.2022.pdf)
- Composition of SCSR Committee:

Sr. No.	Name of the Director	Designation / Nature of Directorship	Number of meetings of SCSR Committee held during the year	Number of meetings of SCSR Committee attended during the year
1.	Arvind Nath Agrawal	Chairman/Non-Executive, Independent Director	3	3
2.	A.T. Vaswani	Member/Non-Executive, Independent Director		3
3.	Anant Goenka	Member/Non-Executive, Non-Independent Director		2

The composition of SCSR Committee is as on March 31, 2024. However, the Board of Directors of the Company vide its meeting dated April 25, 2024, passed a resolution for reconstitution of SCSR Committee, details of which are set out in Board's report.

- Provide the web-link(s) where Composition of SCSR committee, SCSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.  
[https://www.zensar.com/sites/default/files/2023-02/Composition\\_of\\_SCSR.pdf](https://www.zensar.com/sites/default/files/2023-02/Composition_of_SCSR.pdf)

[https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/CSR\\_Policy-05.08.2022.pdf](https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/CSR_Policy-05.08.2022.pdf)

<https://www.zensar.com/sites/default/files/2024-04/Project-wise-details-23-24.pdf>

- Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. NA
- |  |                  |
|--|------------------|
| (a) Average net profit of the company as per sub-section (5) of section 135.                             | 3,882.42 million |
| (b) Two percent of average net profit of the company as per sub-section (5) of section 135.              | 77.65 million    |
| (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. | NIL              |
| (d) Amount required to be set-off for the financial year, if any.  | NA               |
| (e) Total CSR obligation for the financial year [(b)+(c)-(d)].   | 77.65 million*   |
- |   |               |
|---|---------------|
| (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). | 52.80 million |
| (b) Amount spent in Administrative overheads.   | NIL           |
| (c) Amount spent on Impact Assessment, if applicable.                                   | NA            |
| (d) Total amount spent for the Financial Year [(a)+(b)+(c)].                            | 52.80 million |
| (e) CSR amount spent or unspent for the Financial Year:                                 | (INR Million) |

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
52.80	24.90	22.04.2024		NA	

\* The total CSR obligation for the Financial Year 2023-24 was 77.65 million. However, the Company undertook CSR spend target as 77.7 million for the year.

(f) Excess amount for set-off, if any:

(INR Million)

Sr. No.	Particular	Amount
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section 5 of section 135	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

(INR Million)

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section 6 of Section 135	Balance Amount in Unspent CSR Account under sub section (6) of Section 135	Amount spent in the Financial Year	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any		Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
					Amount	Date of transfer		
1	2023-24	24.90	24.90	-	NA	NA		
2	2022-23	8.55	-	8.55*	NA	NA	NA	NA
3	2021-22	3.43	-	-	0.05	29.04.2022		
<b>TOTAL</b>		<b>36.88</b>	<b>24.90</b>	<b>8.55</b>	<b>0.05</b>			

\*Spent in FY2023-24

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

 Yes  No

If Yes, enter the number of Capital assets created/ acquired- NA

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		Registered Address
					CSR Registration Number, if applicable	Name	
1	2	3	4	5	6		
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section 5 of section 135.

The Company allocates CSR funds to on- going project(s) which are implemented beyond 1 Financial Year. These projects have set milestones, upon achievement of which, the next tranche(s) of funds is released. A part of the total CSR allocation is ear-marked for such ongoing projects and will be released/utilised in the next Financial Year(s) with the intent to achieve optimal objective of CSR funds, so allocated by the Company.

**Manish Tandon**  
(Chief Executive Officer and Managing Director)

**Arvind Nath Agrawal**  
(Chairman-SCSR Committee)

Date: April 25, 2024  
Place: Mumbai

# Financial Statements



# Independent Auditor's Report

To the Members of **Zensar Technologies Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of **Zensar Technologies Limited** ("the Company"), which comprise the Balance sheet as at March 31 2024, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together

with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>Revenue recognition</b> (as described in Notes 2.1(a) and 3 (a) to the standalone financial statements)	
The Company engages into various contracts for software development, and maintenance of software/hardware and related services. The contracts with customer's have defined delivery milestones with agreed scope of work and pricing for each milestone based on the nature of service. On the basis of scope of work and terms, the pricing arrangement of these contracts is time and material and/or fixed price.	Our audit procedures include the following:
Revenue from fixed price, where the performance obligation is satisfied over a period of time has been recognised using the percentage of completion computed as per the input method based on Company's estimate of total contract costs. Use of percentage -of-completion method requires the determination the actual efforts or costs expended to date as proportion of estimated total efforts or costs to be incurred.	<ol style="list-style-type: none"> <li>1. Obtained the understanding of the processes, systems and the controls implemented by the Company for recording and computing revenue and the associated contract assets and unearned revenue; and assessed the appropriateness of accounting policy with Ind AS 115.</li> <li>2. Tested the design and operating effectiveness of management's key internal financial controls around revenue recognition;</li> <li>3. Tested sample revenue contracts and performed the following procedures to assess whether revenue is appropriately recognised as per principles of Ind AS 115 : <ol style="list-style-type: none"> <li>a) Evaluated management's assessment with respect to identification of performance obligation;</li> </ol> </li> </ol>

Key audit matters	How our audit addressed the key audit matter
Revenue from time and material contracts is recognised basis the time spent by employee/vendors on a contract as approved by the project manager. Such services are recognised as and when the services are rendered and/or approved by the customers.	<ol style="list-style-type: none"> <li>b) Agreed the transaction price to the underlying contracts;</li> <li>c) In case of time and material type contract, tested samples to verify whether revenue has been correctly recorded based on approved effort estimate by project manager and where applicable, is backed by customer acceptances wherever revenue is invoiced to the customer;</li> <li>d) In respect of fixed price type contracts, tested samples to verify whether management has appropriately accrued revenue as per milestones defined in the contract with necessary approvals and the estimated cost to complete the contract is appropriate;</li> <li>e) Assessed aging of unbilled revenue as on the balance sheet date and in case of aged items obtained reasons for delays if any and expected timelines for invoicing of the same.</li> <li>f) Performed analytical procedures on unbilled revenue and customer margin's and obtained reasons for significant variations in customer margins as compared to contracted margin if any.</li> </ol>
We identified revenue recognition as a key audit matter since :	4. Obtained and read the disclosures made in the standalone financial statements.
<ul style="list-style-type: none"> <li>• There is an inherent and presumed fraud risk around the revenue recognition considering application of revenue recognition standard is complex and involves number of key judgements and estimates mainly in identifying performance obligations, related transaction price (including estimates of variable consideration) and estimating the future cost to completion of the fixed price contracts, which is used to determine the percentage of completion of the relevant performance obligation;</li> <li>• Time and material contracts are billed basis approval of effort estimate by project manager and also through customer acceptances in certain cases; and</li> <li>• At year end, significant amount of unbilled revenue related to these contracts are recognised on the balance sheet.</li> </ul>	

### Impairment assessment of Goodwill (as described in Notes 2.1(f), 3(f) and 33 to the standalone financial statements)

As at March 31, 2024, the Company has a goodwill of INR 956 million pertaining to various business combinations undertaken at a group level in the previous years. The carrying value of goodwill is tested as a whole annually for impairment using discounted cash flow models of recoverable value compared to the carrying value of assets. A deficit between recoverable value and carrying value would result in impairment. Determination of recoverable amount is complex and typically requires a high level of judgment.

The key assumptions to the impairment testing model includes:

- Projected revenue growth, operating margins and operating cash flows during the forecasted period,
- Long-term growth rate beyond explicit forecast period and in perpetuity; and
- Discount rate used

Due to the inherent uncertainty associated with these assumptions and because of the materiality of the balance to the standalone financial statements of the Company, the matter is considered a key audit matter.

Our audit procedures include the following:

1. Assessed management's evaluation of identification of cash-generating unit's (CGU) and allocation of goodwill to the respective CGU.
2. Tested design and operating effectiveness of management's key internal controls over the impairment assessment process.
3. Involved our specialists who evaluated the appropriateness of the model used and assessed the key assumptions of the cash flow forecasts including discount rates and terminal growth rates used; in consideration of current and estimated future economic conditions.
4. Compared previous forecasts to actual results for the past two financial years to assess the historical accuracy of the forecasting process.
5. Analyzed the consistency of cash flow forecasts with estimates presented to the Board as part of the Budgeting process.
6. Assessed recoverable value headroom by performing sensitivity analysis of key assumptions.
7. Traced the goodwill amounts to the impairment working performed on a CGU basis at the group level.
8. Tested the arithmetic accuracy of the models
9. Obtained and read the disclosures made in the standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>Migration to a new information technology (IT) system during the year</b>	
The Company used Oracle EBS as its primary ERP which was upgraded to Oracle Fusion in October 2023. The Company's financial accounting and reporting systems are highly dependent on the effective working of their IT systems. The changes in IT systems represent a financial reporting risk as controls and processes that have been established and embedded over a number of years are likely to be revisited. The audit approach relies on the effectiveness of automated controls of these applications and controls around interface of systems. While transitioning to the new IT system, robustness of IT general and application controls is critical to assess that changes to applications and underlying data are made in an appropriate manner. Accordingly, we have identified the migration as a key audit matter.	<p>Our audit procedures performed with the assistance of our IT specialists included:</p> <ol style="list-style-type: none"> <li>1. Obtained an understanding of the changes in the IT environment, IT Infrastructure and the ERP system.</li> <li>2. Obtained an understanding of the process followed by the Company for implementing the new IT system- Oracle Fusion; and migration of data from erstwhile Oracle EBS to Oracle Fusion.</li> <li>3. Tested IT general controls related to user and application controls, change management controls, data backup and audit trail. Tested the design and operating effectiveness of the IT General Controls (ITGCs) and business processes post migration (both automated and manual) of Oracle Fusion, evaluated the impact of results in planning our audit procedures, and communicated any identified deficiencies to the management including those charged with governance.</li> <li>4. Performed testing on a combination of compensating controls or remediated controls and/or performed alternative audit procedures, wherever necessary.</li> <li>5. In relation to the system migration, evaluated the design and tested the controls specifically established over the implementation of Oracle Fusion.</li> <li>6. Performed independent verification of the data migration and reconciliation between Oracle EBS and Oracle Fusion for a sample of general ledger and sub-ledgers to confirm completeness and accuracy.</li> </ol>

#### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

#### Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash

flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except a) that the back-up of books of account was kept by the service provider in servers physically located in India at least on a weekly basis for the period beginning October 1, 2023 till March 31, 2024 as more fully explained in Note 38 to the standalone financial statements; and b) for the matters stated in the paragraph i (vi) below on reporting under Rule 11(g);
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated respectively in paragraph (b) above on reporting under Section 143(3)(b) of the Act and paragraph (i)(vi) below on reporting under Rule 11(g).
- (g) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (h) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 29 to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
  - iv. a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 37 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including

foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 37 to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.  
  
The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Act.  
  
As stated in note 10(a)(ii) to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. The Company has migrated to a new accounting software from legacy accounting software during the year. Based on our examination which included test checks, and

as explained in note 39 to the standalone financial statements, the Company has used accounting software for maintaining the books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that the audit trail did not operate throughout the year for certain relevant transactions including master data in regard to both the accounting software; and the underlying database in legacy accounting software. Further, in the absence of sufficient information relating to underlying database of new accounting software in the audit report provided by the service organisation, we are unable to assess whether the audit trail feature has operated throughout the year.

Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of both the accounting software for the part which was operating throughout the year.

For **S R B C & CO LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 324982E/E300003

per **Tridevjal Khandelwal**  
Partner  
Membership Number: 501160  
UDIN: 24501160BKFFVYB7463

Place of Signature: Mumbai  
Date: April 25, 2024



## Annexure 1 - Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: Zensar Technologies Limited ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that :

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (i) (a) (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (i) (b) Property, Plant and Equipment have been physically verified by the management during the current year in accordance with a regular planned programme of verifying them over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (i) (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or Intangible Assets during the year ended March 31, 2024. Accordingly, the requirement to report on clause 3 (i) (d) of the Order is not applicable to the Company.
- (i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Accordingly, the requirement to report on clause 3 (i) (e) of the Order is not applicable to the Company.
- (ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (ii) (b) The Company has been sanctioned working capital limits in excess of INR Five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the standalone financial statements, the quarterly returns and statements filed by the Company with such banks are in agreement with the books of account of the Company. The Company do not have sanctioned

working capital limits in excess of INR Five crores in aggregate from financial institutions during the year on the basis of security of current assets of the Company.

- (iii) (a) During the year, the Company has provided interest free loans to other parties (i.e., employees) as follows:

Particulars	Loans (INR in million)
Aggregate amount granted during the year	
- Others (i.e., employees)	12
Balance outstanding as at the balance sheet date	
- Others (i.e., employees)	4

Other than the above the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties.

- (iii) (b) The terms and conditions of the grant of loans to other parties (i.e., employees) are not prejudicial to the Company's interest. During the year the Company has not made any investments, provided guarantees, or given security to companies, firms and Limited Liability Partnerships.
- (iii) (c) The Company has granted interest free loans during the year to other parties (i.e., employees) where the schedule of repayment of principal has been stipulated and the repayment or receipts are regular.
- (iii) (d) There are no amounts of loans to other parties (i.e., employees) which are overdue for more than ninety days. Accordingly, the requirement to report on clause 3 (iii) (d) of the Order in respect of employees is not applicable to the Company.
- (iii) (e) There were no loans granted to other parties (i.e., employees) which has fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (iii) (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3 (iii) (f) of the Order is not applicable to the Company.
- (iv) There are no loans, guarantees, and security in respect of which provisions of section 185 and section 186 of the Companies Act, 2013 ('the Act') are applicable. The Company has made investments which is in compliance with the provisions of section 186 of the Act.

- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Act, for the services of the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (vii) (b) The dues of goods and service tax, income-tax, sales-tax, service tax, excise duty and value added tax which have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (INR million)**	Period to which amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	0*	2007-08	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	0*	2008-09	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	7	2010-11	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	-	2016-17	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	23	2017-18	Commissioner of Income Tax (Appeals)
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	5	2009-10	Sales tax tribunal
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	7	2011-12	Sales tax tribunal
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	7	2013-14	Sales tax tribunal
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	16	2014-15	Sales tax tribunal
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	7	2015-16	Sales tax tribunal
Goods and Service Tax Act, 2017	Goods and Service Tax	2	2017-18	Customs, Excise and Service Tax Appellate Tribunal
Goods and Service Tax Act, 2017	Goods and Service Tax	5	2017-18 to 2020-21	Commissioner Appeals

\*\*The Company has deposited amounts under protest against above dues - INR 5.2 million with sales tax authorities, INR 1.5 million with Income tax authorities, INR 0.6 million with GST authorities.

#denotes amount less than INR 0.5 Mn.

The above list excludes discussion with the regional provident fund authority pursuant to receipt of an enquiry letter for the period from April 2010 till March 2018. Pending receipt of the final order, the amount is currently not ascertainable.

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

- (ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause 3 (ix) (a) of the Order is not applicable to the Company.
- (ix) (b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) The Company did not have any term loans outstanding during the year. Accordingly, the

- requirement to report on clause 3 (ix) (c) of the Order is not applicable to the Company.
- (ix) (d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix) (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company did not have any associates or joint ventures during the year.
- (ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. The Company did not have any associates or joint ventures during the year.
- (x) (a) The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments). Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partially or optionally convertible) during the year under audit. Accordingly, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by the cost auditor or the secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi) (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a nidhi company as per the provisions of the Act. Therefore, the requirement to report on clauses 3 (xii) (a), 3 (xii) (b) and 3 (xii) (c) of the Order are not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly the requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) (a) of the Order is not applicable to the Company.
- (xvi) (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi) (b) of the Order is not applicable to the Company.
- (xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3 (xvi) (c) of the Order is not applicable to the Company.
- (xvi) (d) The Group has total three Core Investment Companies as part of the Group.
- (xvii) The Company has not incurred cash losses in the current financial year and immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 36(v) to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (xx) (b) All amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special

account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 22(a) to the financial statements.

For **SRBC & COLL**  
Chartered Accountants  
ICAI Firm Registration Number: 324982E/E300003

per **Tridevlal Khandelwal**  
Partner  
Membership Number: 501160  
UDIN: 24501160BKFBVYB7463  
Place of Signature: Mumbai  
Date: April 25, 2024

## Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Zensar Technologies Limited

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Zensar Technologies Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

### Meaning of Internal Financial Controls with Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial

controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S R B C & CO LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 324982E/E300003

per **Tridevjal Khandelwal**  
Partner

Membership Number: 501160  
UDIN: 24501160BKFBVYB7463

Place of Signature: Mumbai  
Date: April 25, 2024



# Standalone Balance Sheet

as at March 31, 2024

(All amounts in INR Million unless otherwise stated)

Particulars	Note	As at	
		March 31, 2024	March 31, 2023
<b>Assets</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	4	565	809
(b) Right of use assets	30(b)	911	1,326
(c) Capital work-in-progress	4(a)	43	-
(d) Goodwill	33	956	956
(e) Other intangible assets	5	113	170
(f) Financial assets			
i. Investments	6 (a)	10,014	6,914
ii. Other financial assets	6 (f)	896	283
(g) Income tax assets (net)	16 (a)	317	271
(h) Deferred tax assets (net)	7	95	126
(i) Other non-current assets	8	50	46
<b>Total Non-current assets</b>		<b>13,960</b>	<b>10,901</b>
<b>Current assets</b>			
(a) Financial assets			
i. Investments	6 (b)	5,878	4,509
ii. Trade receivables	6 (c)	7,778	7,208
iii. Cash and cash equivalents	6 (d)	443	661
iv. Other balances with banks	6 (e)	2,022	2,435
v. Other financial assets	6 (g)	795	1,464
(b) Other current assets	9	512	527
<b>Total current assets</b>		<b>17,428</b>	<b>16,804</b>
<b>Total assets</b>		<b>31,388</b>	<b>27,705</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
(a) Equity share capital	10 (a)	453	453
(b) Other equity			
i. Reserves and surplus	10 (b)	26,300	22,591
ii. Other components of equity	10 (d)	53	(17)
<b>Total equity</b>		<b>26,806</b>	<b>23,027</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
i. Lease liabilities	11 (b)	850	1,225
(b) Provisions	13	48	42
(c) Employee benefit obligations	14	212	180
<b>Total non-current liabilities</b>		<b>1,110</b>	<b>1,447</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
i. Lease liabilities	11 (b)	323	412
ii. Trade payables			
- Total outstanding dues of micro and small enterprises	12	39	41
- Total outstanding dues of creditors other than micro and small enterprises	12	772	680
iii. Other financial liabilities	11 (a)	1,014	944
(b) Employee benefit obligations	14	255	220
(c) Other current liabilities	15	845	640
(d) Income tax liabilities (net)	16 (a)	224	294
<b>Total current liabilities</b>		<b>3,472</b>	<b>3,231</b>
<b>Total equity and liabilities</b>		<b>31,388</b>	<b>27,705</b>

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date

**For S R B C & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No:324982E/E300003

**per Tridevlal Khandelwal**  
Partner  
Membership No: 501160

For and on behalf of the Board of Directors of  
**Zensar Technologies Limited**

**H.V. Goenka**  
Chairman  
DIN: 00026726

**Sachin Zute**  
Chief Financial Officer

**Manish Tandon**  
CEO and Managing Director  
DIN: 07559939

**Gaurav Tongia**  
Company Secretary

Place: Mumbai  
Date: April 25, 2024

Place: Mumbai  
Date: April 25, 2024

# Standalone Statement of Profit and Loss

for year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

Particulars	Note	For the year ended	
		March 31, 2024	March 31, 2023
<b>Income</b>			
(a) Revenue from operations	17	20,192	18,234
(b) Other income (net)	18	1,726	1,517
<b>Total income</b>		<b>21,918</b>	<b>19,751</b>
<b>Expenses</b>			
(a) Purchase of traded goods		-	19
(b) Employee benefits expense	19	13,108	12,800
(c) Subcontracting costs		314	187
(d) Finance costs	20	150	180
(e) Depreciation and amortisation expense	21	555	755
(f) Other expenses	22	1,512	1,776
<b>Total expenses</b>		<b>15,639</b>	<b>15,717</b>
<b>Profit before tax</b>		<b>6,279</b>	<b>4,034</b>
<b>Tax expense</b>	24		
(a) Current tax		1,502	942
(b) Deferred tax		7	8
<b>Total tax expense</b>		<b>1,509</b>	<b>950</b>
<b>Profit for the year</b>		<b>4,770</b>	<b>3,084</b>
<b>Other comprehensive income</b>			
<b>I) (a) Items that will not be reclassified to profit or loss</b>			
- Remeasurements of defined employee benefit plans - gain/(loss)	14	(67)	132
(b) Income tax relating to items that will not be reclassified to profit or loss - gain/(loss)	24	17	(33)
		(50)	99
<b>II) (a) Items that will be reclassified to profit or loss</b>			
- Effective portion of gain / (loss) on designated portion of hedging instruments in a Cash Flow Hedge (net)	10 (d)	93	19
(b) Income tax relating to items that will be reclassified to profit or loss - gain/(loss)	10 (d)	(23)	(9)
		70	10
<b>Other comprehensive income for the year, net of tax</b>		<b>20</b>	<b>109</b>
<b>Total comprehensive income for the year</b>		<b>4,790</b>	<b>3,193</b>
<b>Earnings per share [Face value INR 2 per share]</b>	32		
- Basic		21.06	13.62
- Diluted		20.89	13.55

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date

**For S R B C & CO LLP**  
Chartered Accountants  
ICAI Firm Registration No:324982E/E300003

**per Tridevlal Khandelwal**  
Partner  
Membership No: 501160

For and on behalf of the Board of Directors of  
**Zensar Technologies Limited**

**H.V. Goenka**  
Chairman  
DIN: 00026726

**Sachin Zute**  
Chief Financial Officer

**Manish Tandon**  
CEO and Managing Director  
DIN: 07559939

**Gaurav Tongia**  
Company Secretary

Place: Mumbai  
Date: April 25, 2024

Place: Mumbai  
Date: April 25, 2024

# Standalone Statement of Changes in Equity

(All amounts in INR Million, unless otherwise stated)

## Equity share capital

<b>Balance as at April 1, 2022</b>	<b>Changes in equity share capital during the year</b>	<b>Balance as at March 31, 2023</b>
452	1	453

<b>Balance as at April 1, 2023</b>	<b>Changes in equity share capital during the year</b>	<b>Balance as at March 31, 2024</b>
453	0	453

Particulars	Reserves and Surplus					Other components of equity		Total
	Capital redemption reserve	Share based payment reserve	Securities premium	Retained earnings	General reserve	Special economic zone re-investment reserve	Effective portion of Cash Flow Hedges	
<b>Balance as at March 31, 2022</b>	<b>44</b>	<b>225</b>	<b>417</b>	<b>8,425</b>	<b>10,694</b>	<b>588</b>	<b>(27)</b>	<b>20,365</b>
Profit for the year	-	-	-	3,084	-	-	-	3,084
Other comprehensive income for the year (net)	-	-	-	99	-	-	10	109
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,183</b>	<b>-</b>	<b>-</b>	<b>10</b>	<b>3,193</b>
<b>Transaction with owners in their capacity as owners:</b>								
Dividends paid	-	-	-	(1,132)	-	-	-	(1,132)
Employees Share Based Payment expense (net)	-	143	-	-	-	-	-	143
Transferred to retained earnings on cancellation of vested stock options	-	(121)	-	121	-	-	-	-
Transferred to securities premium on exercise of stock options	-	(41)	41	-	-	-	-	-
Received on exercise of stock options	-	-	4	-	-	-	-	4
Utilisation of special economic zone re-investment reserve	-	-	-	156	-	(156)	-	-
<b>Balance as at March 31, 2023</b>	<b>44</b>	<b>206</b>	<b>462</b>	<b>10,753</b>	<b>10,694</b>	<b>432</b>	<b>(17)</b>	<b>22,574</b>
Profit for the year	-	-	-	4,770	-	-	-	4,770
Other comprehensive income for the year (net)	-	-	-	(50)	-	-	70	20
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,720</b>	<b>-</b>	<b>-</b>	<b>70</b>	<b>4,790</b>

# Standalone Statement of Changes in Equity

(All amounts in INR Million, unless otherwise stated)

Particulars	Reserves and Surplus					Other components of equity		Total
	Capital redemption reserve	Share based payment reserve	Securities premium	Retained earnings	General reserve	Special economic zone re-investment reserve	Effective portion of Cash Flow Hedges	
<b>Balance as at March 31, 2023</b>	<b>44</b>	<b>356</b>	<b>532</b>	<b>14,282</b>	<b>10,694</b>	<b>392</b>	<b>53</b>	<b>26,353</b>
Dividends paid	-	-	-	(1,246)	-	-	-	(1,246)
Employees Share Based Payment expense (net)	-	234	-	-	-	-	-	234
Transferred to retained earnings on cancellation of vested stock options	-	(15)	-	15	-	-	-	-
Transferred to Securities premium on exercise of stock options	-	(69)	69	-	-	-	-	-
Received on exercise of stock options	-	-	1	-	-	-	-	1
Utilisation of special economic zone re-investment reserve	-	-	-	40	-	(40)	-	-
<b>Balance as at March 31, 2024</b>	<b>44</b>	<b>356</b>	<b>532</b>	<b>14,282</b>	<b>10,694</b>	<b>392</b>	<b>53</b>	<b>26,353</b>

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date

## For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No:324982E/E3000003

per **Tridevial Khandelwal**

Partner

Membership No: 501160

**H.V. Goenka**

Chairman

DIN: 00026726

**Sachin Zute**

Chief Financial Officer

Place: Mumbai

Date: April 25, 2024

For and on behalf of the Board of Directors of

**Zensar Technologies Limited**

**Manish Tandon**

CEO and Managing Director

DIN: 07559939

**Gaurav Tongia**

Company Secretary

## Standalone Statement of Cash Flows

for year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
<b>Cash flow from operating activities</b>		
Profit before tax	6,279	4,034
<b>Adjustments for:</b>		
Depreciation and amortisation expense	555	755
Employee share based payment expense	85	170
Profit on sale of mutual funds	(53)	(137)
Changes in fair value of financial assets/liabilities measured at fair value through profit and loss	(236)	(76)
Dividend from subsidiaries	(478)	(505)
Interest income	(681)	(307)
Income on financial assets measured at amortised cost	(115)	(12)
Interest expense	147	176
Profit / (loss) on sale of property, plant and equipment and intangible assets (net)	(4)	(25)
Provision for doubtful debts and advances (net)	(37)	(1)
Bad debts written off	35	0
Provisions no longer required and credit balances written back	(68)	(3)
Unrealised exchange (gain) / loss (net)	33	84
<b>Operating profit before working capital changes</b>	<b>5,462</b>	<b>4,153</b>
<b>Change in assets and liabilities</b>		
(Increase)/ decrease in trade receivables and unbilled revenues	256	1,711
(Increase)/ decrease in other assets	30	248
Increase/ (decrease) in trade payables, other liabilities and provisions	386	196
Increase/ (decrease) in employee benefit obligations	80	78
<b>Cash generated from operating activities before tax</b>	<b>6,214</b>	<b>6,386</b>
Income taxes paid (net)	(1,601)	(897)
<b>Net cash generated from operating activities (A)</b>	<b>4,613</b>	<b>5,489</b>
<b>Cash flow from investing activities</b>		
Purchases of Property, plant and equipment and intangible assets	(80)	(196)
Proceeds from Property, plant and equipment and intangible assets	13	33
Fixed Deposits placed	(2,353)	(2,512)
Fixed Deposits realised	2,412	3,395
Purchase of mutual funds and other investments	(19,394)	(24,254)
Proceeds from sale/ redemption of mutual funds and other investments	15,214	18,722
Interest income received	455	202
Dividend from subsidiaries	478	505
<b>Net cash used in investing activities (B)</b>	<b>(3,255)</b>	<b>(4,105)</b>
<b>Cash flow from financing activities</b>		
Proceeds from issue of equity shares	1	4
Dividend on equity shares	(1,246)	(1,132)
Interest paid	(16)	(4)
Payment of lease liabilities	(315)	(457)
<b>Net cash used in financing activities (C)</b>	<b>(1,576)</b>	<b>(1,589)</b>
Effect of exchange differences on translation of cash and cash equivalents	-	-
<b>Net increase/(decrease) in cash and cash equivalents (D) = (A+B+C)</b>	<b>(218)</b>	<b>(205)</b>
<b>Cash and cash equivalents at the beginning of the year (E)</b>	<b>661</b>	<b>866</b>
<b>Cash and cash equivalents at the end of the year (F) = (D+E)</b>	<b>443</b>	<b>661</b>

## Standalone Statement of Cash Flows

for year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

### Notes:

#### Cash and cash equivalents (refer note 6(d))

Particulars	As at	
	March 31, 2024	March 31, 2023
Funds in transit	-	149
Balances with Banks:		
- In current accounts	141	82
- Deposits having original maturity of less than three months	302	430
<b>Total</b>	<b>443</b>	<b>661</b>

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date

#### For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No:324982E/E300003

#### per Tridevlal Khandelwal

Partner

Membership No: 501160

For and on behalf of the Board of Directors of

**Zensar Technologies Limited**

#### H.V. Goenka

Chairman

DIN: 00026726

#### Sachin Zute

Chief Financial Officer

#### Manish Tandon

CEO and Managing Director

DIN: 07559939

#### Gaurav Tongia

Company Secretary

Place: Mumbai

Date: April 25, 2024

Place: Mumbai

Date: April 25, 2024



# Notes accompanying the Standalone Financial Statements

as at and for the year ended March 31, 2024

## 1. Corporate Information

Zensar Technologies Limited ("Company") is a public limited company incorporated and domiciled in India and has registered office at Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar Road, Pune, Maharashtra, India. The Company is listed on BSE Limited and National Stock Exchange of India Limited. The Company is engaged in providing a complete range of IT Services and Solutions. The Company's industry expertise spans across Manufacturing, Retail, Media, Banking, Insurance, Healthcare and Utilities.

The Board of Directors approved the standalone financial statements for the year ended March 31, 2024 and authorized for issue on April 25, 2024.

The financial statements are presented in INR and all amounts disclosed in the financial statements have been rounded off to nearest Million, unless otherwise stated. Amounts less than INR 0.5 Million are reported as "0".

## 2. Basis of preparation:

### Statement of Compliance:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, presentation requirements of Division II of Schedule III to the Act as applicable to the standalone financial statements and other relevant provisions of the Act.

### i. Historical cost convention:

These standalone financial statements have been prepared on historical cost basis and on an accrual basis, except for certain financial instruments which are measured at fair value or amortized cost at the end of each reporting period. Historical cost is generally based on fair value of the consideration given in exchange of goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value for measurement and/or disclosure purpose in these standalone financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102 Share-based Payments, leasing

transactions that are within the scope of Ind AS 116 Leases, and measurements that have some similarities to fair value but are not fair value, such as 'value in use', in Ind AS 36 Impairment of assets.

### ii. Current versus Non-current classification:

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and services and their settlement in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

### iii. Presentation and Functional currency:

These standalone financial statements are presented in Indian rupees ("INR") which is also the Company's functional currency.

## 2.1 Material accounting policy information

### a) Revenue Recognition:

The Company derives revenue from information technology services, maintenance of software/hardware and related services, sale of software licenses. These include revenue earned from services rendered on 'time and material' basis, time bound fixed price engagements and fixed price development contracts.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expect to receive in exchange for those products or services. Revenue is measured based on transaction price, which is the consideration, net of indirect taxes, discounts, rebates, credits, price concessions, incentives, performance bonus, penalties, or other similar items.

Revenue from time and material contracts is recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue.

Revenue from fixed price maintenance contracts is recognised based on the right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered. If invoicing is not consistent with value

# Notes accompanying the Standalone Financial Statements

as at and for the year ended March 31, 2024

delivered, revenue is recognized as the services are performed. When services are performed through an indefinite number of repetitive acts over a specified period, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the manner in which services are performed.

Revenue on fixed price development contracts is recognised using the 'percentage of completion' method of accounting, unless work completed cannot be reasonably estimated. Percentage of completion is determined based on project effort expended to date as a percentage of total estimated project effort required to complete the project. The effort expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the standalone statement of profit and loss in the period in which such losses become probable based on the current contract estimates.

The billing schedules agreed with customers include periodic performance-based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

The solutions offered by the Company may include supply of third party equipment or software. In such cases, revenue for supply of such third party products are recorded at gross or net basis depending on whether the Company is acting as the principal or as an agent of the customer. The Company recognizes gross amount of consideration as revenue when it is acting as a principal and net amount of consideration as revenue when it is acting as an agent.

Contracts assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue for time and material and fixed price maintenance contracts, when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Invoicing to the clients for other fixed-price contracts is based on milestones

as defined in the contract and, therefore, the timing of revenue recognition is different from the timing of invoicing to the customers. The right to consideration in such cases depends on completion of contractual milestones.

Contract liability ("Unearned revenue") arises when there are billing in excess of revenue.

In arrangements for hardware and software implementation and integration, related services and maintenance services, the Company has applied the guidance in Ind AS 115, by applying the revenue recognition criteria for each distinct performance obligation.

Revenue recognition for delivered elements is limited to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer specified return or refund privileges.

Revenue from licenses where the customer obtains a 'right to use' the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a 'right to access' is recognized over the access period. The Company has applied the principles of Ind AS 115 to account for revenues for these performance obligations.

The Company accounts for volume discount and pricing incentives to customers as a reduction based on ratable allocation of the discounts/incentives amount to each of the underlying performance obligation that corresponds to the progress made by the customer towards earning the discount/incentive. Also, when the level of discount varies with increases in levels of revenue transactions, the Company recognises the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognised until the payment is probable or the amount can be estimated reliably. The Company recognises changes in the estimated amount of obligations for discounts in the period in which the change occurs.

The Company disaggregates revenue from contracts with customers by nature of services, geography and industry verticals.

# Notes accompanying the Standalone Financial Statements

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## b) Income Tax:

### i. Current Income Tax:

Tax expense comprises of current tax and deferred tax. The tax rates and tax laws used to compute the current tax amount are those that are applicable for the reporting period. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances.

Current and deferred tax are recognised in the standalone statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognized in other comprehensive income or directly in equity, respectively.

Income tax assets and income tax liabilities are presented in the standalone statement of financial position after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit has a legally enforceable right and intends to settle the asset and liability on a net basis.

### ii. Deferred Tax:

Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences respectively arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction and does not give rise to equal taxable and deductible temporary differences.

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences except in

respect of taxable temporary differences associated with foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Company offsets deferred tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

## c) Leases:

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company assesses whether a contract contains a lease, at inception of a contract. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset.

### Company as a lessee:

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-

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term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cashflows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU asset are separately presented in the Balance Sheet and lease payments are classified as cash flows used in financing activities.

### Company as a lessor:

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as

income on a straight- line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 "Revenue from Contracts with Customers" to allocate the consideration in the contract.

## d) Foreign Currency Translation:

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated at the exchange rate prevailing on the reporting date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not restated.

Assets and liabilities of its branches with functional currency other than the functional currency of the Company have been translated using exchange rates prevailing on the reporting date. The statement of profit and loss of such entities has been translated using weighted average exchange rates. Such adjustments have been recognised in the statement of profit and loss.

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability



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arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

## e) Business Combinations:

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of acquisition date fair values of the assets transferred by the Company, liabilities, including contingent liabilities assumed by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition related costs are generally recognized in the statement profit and loss as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

Intangible assets acquired in business combination are measured at fair value as of the date of acquisition less accumulated amortisation and accumulated impairment losses, if any.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with Ind AS 109 Financial Instruments or Ind AS 37 Provisions, Contingent Liabilities and Contingent

Assets, with the corresponding gain or loss being recognised in the statement of profit and loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

## f) Impairment of non-financial assets:

### Property, plant and equipment:

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

### Goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows.

The Company estimates the value-in-use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts.

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The discount rate used for the CGU's represent the weighted average cost of capital based on the historical market returns.

## g) Cash and Cash Equivalents:

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

## h) Investments, other financial assets and other financial liabilities:

### i. Initial Recognition and measurement:

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash

flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

The Company intends to hold its investment in open ended target maturity funds till maturity. It may be noted that these funds have a pre-determined maturity date. These funds follow a passive buy and hold strategy; in which the existing underlying investment bonds are expected to be held till maturity unless sold for meeting redemptions or rebalancing requirements as stated in the scheme document. In our view, such strategy mitigates intermittent price volatility in open ended target maturity funds' underlying investments; and investors who remain invested until maturity are expected to mitigate the market/volatility risk to a large extent. Based on this, the Company believes that the investments in open ended target maturity funds meet the requirements of SPPI (solely payments of principal and interest) test as per the requirements of Ind AS 109.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, financial liabilities at amortised cost or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company's financial liabilities include trade and other payables, and derivative financial instruments.



# Notes accompanying the Standalone Financial Statements

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## ii. Subsequent Measurement:

### Financial assets carried at amortized cost:

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial assets at fair value through other comprehensive income (FVTOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

### Financial assets at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

### Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest rate method or at FVTPL. For financial liabilities carried at amortised cost, the carrying amounts approximate fair values due to the short-term maturities of these instruments. Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised in a business combination, or it is designated as FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in the statement of profit and loss.

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

## iii. Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company retains substantially all the risk and rewards of transferred financial assets, the Company continues to recognize the financial asset and also recognizes the borrowing for the proceeds received.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

## iv. Impairment of financial assets (other than at fair value):

The Company assesses at each reporting date whether a financial asset or a Company of financial assets and contract assets (unbilled revenue) is impaired. The Company recognizes loss allowances, in accordance with IND AS 109, using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables and unbilled revenue with no significant financing component is measured at an amount equal to lifetime ECL. For all other

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financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain or loss in the statement of profit and loss.

v. **Investments in subsidiaries:** The Company accounts for its investment in subsidiaries at cost, less impairment losses if any.

### i) Interest and Dividend income:

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

### j) Derivatives and hedging activities:

The Company designates certain foreign exchange forward, currency options and futures contracts as hedge instruments in respect of foreign exchange risks. These hedges are accounted for as cash flow hedges/fair value hedges, as applicable.

The Company uses hedging instruments that are governed by the policies of the Company which are approved by Board of Directors. The policies provide written principles on the use of such financial derivatives consistent with the risk management strategy of the Company. The Company enters into derivative financial instruments where the counterparty is primarily a bank.

The hedge instruments are designated and documented as hedges at the inception of the contract. The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at inception and on an ongoing basis. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified in net foreign exchange gains/loss in the statement of profit and loss.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment
- Hedges of a net investment in a foreign operation

Subsequent to initial recognition, derivative financial instruments are measured as described below:

### Cash flow hedges:

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and held in cash flow hedging reserve, net of taxes, a component of equity, to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the statement of profit and loss and reported within foreign exchange gains/(losses), net within results from operating activities. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs.

The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the statement of profit and loss upon the occurrence of the related forecasted transaction.

The Company enters into the contracts that are effective as hedges from an economic perspective but may not qualify for hedge accounting. The change in the fair value of such instrument is recognised in the statement of profit and loss.

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## k) Offsetting financial instruments:

Financial assets and liabilities are offset, and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## l) Property, plant and equipment:

### i. Recognition and measurement:

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Freehold land is carried at historical cost.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss in the reporting period in which they occur.

An item of property, plant & equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.

Any gain or loss arising on the disposal or retirement of an item of property, plant & equipment are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

The cost of property, plant and equipment not available for use before year end date are disclosed under capital work- in-progress, net of impairment losses, if any and are not depreciated.

An asset's carrying amount is written down immediately to its recoverable amount if the carrying amount of the assets or cash generating unit (CGU) as applicable, is greater than its estimated recoverable amount. An impairment loss is recognised in the statement of profit and loss.

### ii. Depreciation:

The Company depreciates property, plant and equipment on a straight-line basis as per the estimated useful lives prescribed in Schedule II of the Act, except in respect of the following assets:

Class of asset	Useful life as per Schedule II	Useful life followed by Company based on technical evaluation
Data Processing Equipments	6 years	4 years
Vehicles	8 years	5 years
Electrical Installations and Equipments	10 years	5 years

Assets acquired under leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

The assets' residual values, useful lives and methods of depreciation are reviewed at each

# Notes accompanying the Standalone Financial Statements

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financial year end and adjusted prospectively, if appropriate.

## m) Intangible Assets:

Intangible assets other than those acquired in a business combination are measured at cost at the date of acquisition.

Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Research costs are expensed as incurred.

Internally generated intangible asset arising from development activity is recognized at cost on demonstration of its technical feasibility, the intention and ability of the Company to complete, use or sell it, only if, it is probable that the asset would generate future economic benefit and the expenditure attributable to the said assets during its development can be measured reliably.

An item of Intangible assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

### Amortization periods and methods for all Intangible Assets, including those arising from business combination:

Intangible assets are amortized on straight line basis over their estimated useful lives which are as follows:

Class of Intangible Assets	Useful life followed by the Company
Softwares (acquired)	1-5 years
Softwares (internally generated)	3-5 years
Non-compete agreements	3-6 years
Customer relationship	4-10 years
Customer contracts	1-3 years
Brand	3-5 years

The amortization method and the estimated useful life of amortizable intangible assets are reviewed at least annually and where appropriate are adjusted, annually.

## n) Provisions and contingent liabilities:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material)

The Company uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

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## o) Employee benefits:

### i. Post-employment and pension plans:

The Company participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

The Company has the following employee benefit plans:

#### Provident Fund:

Employees receive benefits from a provident fund, which is a defined benefit plan. The employer and employees each make periodic contributions to the plan. Provident fund contributions are made to a trust administered by the Company. The contributions to the trust managed by the Company are accounted for as a defined benefit plan as the Company is liable for any shortfall, if any with respect to the rate of return based on the government specified minimum rates of return.

The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of the year. Actuarial losses/ gains are recognised in the other comprehensive income, net of tax in the year in which they arise. The contributions made to the trust are recognised as plan assets. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

### Defined contribution plans

The Company provides benefits such as superannuation, provident fund (other than Company managed fund) and foreign defined contribution plans to its employees which are treated as defined contribution plans.

Contributions to defined contribution plans are recognised as an expense when employees have rendered services entitling them to such benefits.

#### Gratuity:

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Gratuity Scheme of the Company. The Gratuity plan provides for a lump sum payment to eligible employees, at retirement, death, incapacitation or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the Life Insurance Corporation of India (LIC). The Company's obligation in respect of the gratuity plan, is provided for based on actuarial valuation using the projected unit credit method. The Company recognizes actuarial gains and losses immediately in other comprehensive income, net of taxes.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

### ii. Short-term benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense in the statement of profit and loss as the related services are provided. Liabilities for wages and salaries including the amount expected to be paid under short-term cash bonus or profit sharing plans, expected to be settled wholly within 12 months after the end of the period in which the employees

# Notes accompanying the Standalone Financial Statements

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render the related service are recognized if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### iii. Compensated absences:

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement.

The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year, as applicable. Actuarial losses/ gains are recognized in the statement of profit and loss in the year in which they arise.

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are classified under current liabilities and balance under non-current liabilities.

### iv. Share-based payments:

Selected employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

The cost under employee benefits expense is recognised, together with a corresponding change in Share Based Payment Reserves under Other Equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Service and non-market

performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest.

Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

## p) Dividends:

Dividend on share is recorded as liability on the date of approval by the shareholders in case of final dividend or by the board of directors in case of interim dividend. A corresponding amount is recognized directly in equity.

## q) Fair value measurement:

The Company measures financial instruments, such as, derivatives at fair value at each balance



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sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange are valued using the closing price as at the reporting period.

**Level 2:** Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) but is determined using valuation techniques which

maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument as observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operations.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## r) Operating Segments:

The Board of Directors evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments based on the "management approach" as defined in Ind AS 108. Accordingly, information has been presented both along business segments and geographic segments.

Segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Managing Director. Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and

# Notes accompanying the Standalone Financial Statements

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assessment of segment performance focuses on the types of goods or services delivered or provided.

The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments and are as set out in the material accounting policies. Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. Certain expenses such as depreciation and finance cost, which form a significant component of total expenses, are not specifically allocable to specific segments as the underlying assets are used interchangeably. Management believes that it is not practical to provide segment disclosures relating to those expenses, and accordingly these expenses are separately disclosed as "unallocated" and adjusted against the operating income of the Company.

The Board of Directors has identified below mentioned reportable segments of its business as follows:

Digital and Application Services (DAS): Custom Applications Management Services that include Application Development, Maintenance, Support, Modernization and Testing Services across a wide technology spectrum and Industry verticals.

Digital Foundation Services (DFS): Infrastructure management services includes Hybrid IT, Digital workplace, Dynamic Security and Unified IT provided under managed service platform using automation, autonomics and machine learning.

The Board of Directors monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements.

## s) Government grants:

Government grants are recognised where there is reasonable assurance that the grant will be received,

and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

## t) Earnings per share:

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

## 2.2 Recent accounting pronouncements

MCA issued amendments to certain Indian Accounting Standards (called as "Companies (Indian Accounting Standards) Amendment Rules, 2023") which were applicable from 1 April 2023. The Company applied for the first-time these amendments.

### (i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Company's standalone financial statements.

### (ii) Disclosure of Accounting Policies – Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies

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with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

### iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Company previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Company has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2022.

#### Standards notified but not yet effective.

There are no standards that are notified and not yet effective as on date.

## 3. Critical estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and the accompanying disclosures and including the disclosure of contingent liabilities as at the reporting date. However, any change in these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates

are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

The areas involving critical estimates and/or judgements are:

### a Revenue recognition

A portion of the Company's business relates to fixed price contracts which is accounted using percentage of completion method, recognizing revenue as the performance on the contract progresses. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date (input method) as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. This requires management to make judgement with respect to identifying contracts for which revenue need to be recognised over a period of time, depending upon when the customer consumes the benefit, when the control is passed to customer, and whether the Company has right to payment for performance completed till date, either contractually or legally.

### b Income and Deferred taxes

Significant judgements are involved in determining the provision for income taxes, including judgment on whether tax positions are probable of being sustained in tax assessments. The management considers the probability of an unfavourable outcome while deciding on the need of accrual of tax with respect to ongoing tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. Refer note 2.1(b) for Accounting policy in this regard.

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date, as

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explained under Note 2.1(b)(ii). The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

### c Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy for the same has been explained under note 2.1(l).

### d Impairment of Investments

The Company reviews its carrying value of investments in subsidiaries and other entities annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

### e Business combinations

In accounting for business combinations, judgement is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets acquired, and liabilities and contingent consideration involves management judgement. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these

judgements, estimates, and assumptions can materially affect the results of operations.

### f Goodwill

Goodwill is tested for impairment annually once or when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit to which such goodwill pertains is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

### g Defined benefit obligation

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Also refer note 14.

### h Employee stock options

The Company initially measures the cost of equity-settled transactions with employees using a Black Scholes Options Pricing model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model and the performance of the Company, which is dependent on the terms and conditions of the grant.

This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 31.

## Notes to the Standalone Financial Statements

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### 4. Property, plant and equipment

Particulars	Buildings	Leasehold Improvements	Electrical Installations and equipments	Furniture and Fixtures	Office Equipments	Data Processing Equipments	Vehicles	Total
<b>Gross block</b>								
<b>As at April 1, 2023</b>	408	334	161	196	111	1,333	24	2,567
Additions	-	-	1	1	7	31	1	41
Disposals	(0)	(70)	(25)	(29)	(5)	(70)	(2)	(201)
Exchange translation differences	-	-	-	-	-	-	-	-
<b>Gross block as at March 31, 2024</b>	408	264	137	168	113	1,294	23	2,407
<b>Accumulated Depreciation</b>								
<b>As at April 1, 2023</b>	148	209	130	127	95	1,036	13	1,758
Depreciation	18	31	13	15	11	186	2	276
Disposals	(0)	(70)	(25)	(23)	(5)	(69)	(0)	(192)
Exchange translation differences	-	-	-	-	0	0	-	0
<b>Accumulated depreciation as at March 31, 2024</b>	166	170	118	119	101	1,153	15	1,842
<b>Net block as at March 31, 2024</b>	242	94	19	49	12	141	8	565
<b>Particulars</b>	<b>Buildings</b>	<b>Leasehold Improvements</b>	<b>Electrical Installations and equipments</b>	<b>Furniture and Fixtures</b>	<b>Office Equipments</b>	<b>Data Processing Equipments</b>	<b>Vehicles</b>	<b>Total</b>
<b>Gross block</b>								
<b>As at April 1, 2022</b>	405	363	149	194	109	1,301	31	2,552
Additions	3	-	13	6	2	84	8	116
Disposals	-	(29)	(1)	(4)	(0)	(52)	(15)	(101)
Exchange translation differences	-	-	-	-	-	0	-	0
<b>Gross block as at March 31, 2023</b>	408	334	161	196	111	1,333	24	2,567
<b>Accumulated Depreciation</b>								
<b>As at April 1, 2022</b>	129	191	119	113	83	868	21	1,524
Depreciation	19	47	12	16	12	218	3	327
Disposals	-	(29)	(1)	(2)	(0)	(50)	(11)	(93)
Exchange translation differences	-	-	-	-	(0)	(0)	-	(0)
<b>Accumulated depreciation as at March 31, 2023</b>	148	209	130	127	95	1,036	13	1,758
<b>Net block as at March 31, 2023</b>	260	125	31	69	16	297	11	809

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(All amounts in INR Million unless otherwise stated)

### 4(a) Capital work-in-progress

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Opening balance</b>	-	9
Additions during the year	84	107
Capitalised during the year	41	116
<b>Closing balance</b>	43	-

For ageing of Capital work-in-progress - refer note 36(iv)

### 5. Other intangible assets

Particulars	Softwares (Acquired)	Softwares (Internally generated)	Customer Relationship	Non Compete Agreements	Brand	Customer contracts	Total
<b>Gross block</b>							
<b>As at April 1, 2023</b>	169	150	375	-	8	8	710
Additions	0	-	-	-	-	-	0
Disposals	(86)	-	-	-	-	-	(86)
<b>Gross block as at March 31, 2024</b>	83	150	375	-	8	8	624
<b>Accumulated Amortisation</b>							
<b>As at April 1, 2023</b>	168	132	224	-	8	8	540
Amortisation	1	18	38	-	-	-	57
Disposals	(86)	-	-	-	-	-	(86)
<b>Accumulated amortisation as at March 31, 2024</b>	83	150	262	-	8	8	511
<b>Net block as at March 31, 2024</b>	0	-	113	-	-	-	113

Particulars	Softwares (Acquired)	Softwares (Internally generated)	Customer Relationship	Non Compete Agreements	Brand	Customer contracts	Total
<b>Gross block</b>							
<b>As at April 1, 2022</b>	279	150	375	16	8	8	836
Additions	8	-	-	-	-	-	8
Disposals	(118)	-	-	(16)	-	-	(134)
Exchange Difference	0	-	-	-	-	-	0
<b>Gross block as at March 31, 2023</b>	169	150	375	-	8	8	710
<b>Accumulated Amortisation</b>							
<b>As at April 1, 2022</b>	259	76	187	16	8	8	554
Amortisation	26	56	37	-	-	-	119
Disposals	(117)	-	-	(16)	-	-	(134)
Exchange Difference	-	-	-	-	-	-	-
<b>Accumulated amortisation as at March 31, 2023</b>	168	132	224	-	8	8	540
<b>Net block as at March 31, 2023</b>	1	18	151	-	-	-	170



## Notes to the Standalone Financial Statements

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(All amounts in INR Million unless otherwise stated)

### 6. Financial Assets

#### 6 (a) Investments : Non-current

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Investments carried at Fair Value through Other Comprehensive Income (FVOCI)</b>		
<b>Investment in equity instruments - Quoted</b>		
100 (March 31, 2023 : 100) Equity Shares of INR 10 each fully paid up in CFL Capital Financial Services Limited	0	0
<b>Sub Total</b>	<b>0</b>	<b>0</b>
<b>Investment in equity instruments - Unquoted</b>		
100 (March 31, 2023: 100) Equity Shares of INR 9 each fully paid-up in Spencer & Company Limited	0	0
<b>Sub Total</b>	<b>0</b>	<b>0</b>
<b>Investments carried at cost</b>		
<b>Investment in equity instruments of subsidiary companies - Unquoted</b>		
<b>Zensar Technologies Inc.</b>		
237,500 (March 31, 2023: 237,500) Shares having an aggregate cost of US \$ 31,000,000 (March 31, 2023: US\$ 31,000,000)	2,249	2,249
<b>Zensar Technologies (Singapore) Pte Limited</b>		
300,000 (March 31, 2023: 300,000) Equity Shares of SGD 1 each	8	8
Less : Provision for impairment in the value of investments	(8)	(8)
<b>Zensar Technologies (UK) Limited</b>		
50,000 (March 31, 2023: 50,000) Equity Shares of GBP 1 each	4	4
<b>Zensar (Africa) Holdings Pty Limited</b>		
100 (March 31, 2023: 100) Shares of an aggregate cost of ZAR 1,000,000	6	6
<b>M3BI India Private Limited</b>		
14,351 (March 31, 2023: 14,351) Equity Shares of INR 10 each fully paid up	178	178
<b>Sub Total</b>	<b>2,438</b>	<b>2,438</b>
<b>Quoted Investments carried at Fair value through Profit and Loss (FVTPL)</b>		
- Mutual Funds	129	1,082
- Non Convertible Debentures	98	103
<b>Quoted Investments carried at Amortised Cost</b>		
- Mutual Funds	1,570	1,570
- Non Convertible Debentures	2,697	1,072
- Government Securities	81	-
<b>Unquoted Investments carried at Amortised Cost</b>		
- Corporate Deposits	3,002	650
<b>Total</b>	<b>10,014</b>	<b>6,914</b>

Aggregate amount of quoted investments	4,575	3,826
Market value of quoted investments	4,651	3,829
Aggregate amount of unquoted investments	5,447	3,096
Aggregate amount of impairment in the value of investments	8	8

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#### 6 (b) Investments : Current

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Quoted Investments carried at FVTPL</b>		
- Mutual Funds	3,664	2,675
- Non Convertible Debentures	56	-
<b>Quoted Investments carried at Amortised Cost</b>		
- Non Convertible Debentures	569	795
- Commercial Papers	838	189
<b>Unquoted Investments carried at Amortised Cost</b>		
- Corporate Deposits	751	850
<b>Total</b>	<b>5,878</b>	<b>4,509</b>
Aggregate amount of quoted investments	5,127	3,659
Market value of quoted investments	5,147	3,678
Aggregate amount of unquoted investments	751	850

#### 6 (c) Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Considered good	7,778	7,208
Credit impaired	90	128
	<b>7,868</b>	<b>7,336</b>
Less: Allowance for credit loss	(90)	(128)
<b>Total</b>	<b>7,778</b>	<b>7,208</b>

For ageing, refer Note 36 (i)

#### 6 (d) Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Funds in transit	-	149
Balances with banks :		
- In current accounts	141	82
- Deposits having original maturity of less than three months	302	430
<b>Total</b>	<b>443</b>	<b>661</b>

#### 6 (e) Other balances with banks

Particulars	As at March 31, 2024	As at March 31, 2023
Earmarked balances with banks - Unclaimed Dividend	21	23
Deposits having remaining maturity of less than 12 months	2,001	2,412
<b>Total</b>	<b>2,022</b>	<b>2,435</b>

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### 6 (f) Other financial assets : Non-current

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Bank deposits having remaining maturity of more than 12 months	502	150
Interest receivable on bank deposits and investments	302	24
<b>Security deposits</b>		
Considered good	92	109
Credit impaired	11	11
	<b>103</b>	<b>120</b>
Less: Allowance for credit loss	(11)	(11)
	<b>92</b>	<b>109</b>
<b>Amount deposited under protest</b>		
Considered good	-	-
Credit impaired	14	160
	<b>14</b>	<b>160</b>
Less: Allowance for credit loss	(14)	(160)
	-	-
<b>Total</b>	<b>896</b>	<b>283</b>

### 6 (g) Other financial assets : Current

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Unbilled revenues	129	997
Foreign currency derivative assets	139	110
<b>Security Deposits</b>		
Considered good	-	-
Credit impaired	1	1
	<b>1</b>	<b>1</b>
Less: Allowance for credit loss	(1)	(1)
	-	-
Interest receivable on bank deposits and investments	235	177
Sales consideration receivable	-	2
<b>Contractually reimbursable expenses</b>		
Considered good	292	166
Credit impaired	-	-
	<b>292</b>	<b>166</b>
Less: Allowance for credit loss	-	-
	<b>292</b>	<b>166</b>
Others	-	12
<b>Total</b>	<b>795</b>	<b>1,464</b>

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### 7. Deferred Tax Asset (net)

The components of deferred tax assets and liabilities are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>The major components of the deferred tax asset are</b>		
Lease Liabilities	295	412
Allowance for credit loss on trade receivables and advances	25	35
Expenses allowable on payment/exercise basis	213	156
Fair value changes of cash flow hedges	-	7
Capital losses	-	-
	<b>533</b>	<b>610</b>
<b>The major components of the deferred tax liability are</b>		
Gain on investments mandatorily measured at FVTPL	55	4
Depreciation/amortisation of Property, plant and equipment and Intangible assets	137	146
Depreciation of Right of use assets	229	334
Fair value changes of cash flow hedges	17	-
	<b>438</b>	<b>484</b>
<b>Net deferred tax asset / (liability)</b>	<b>95</b>	<b>126</b>

#### (i) Movement in deferred tax assets

Particulars	Depreciation/ amortisation of Property, plant and equipment and Intangible assets	Lease Liability	Allowance for credit loss on trade receivables and advances	Expenses allowable on payment/ exercise basis	Fair value changes of cash flow hedges	Capital losses	Total
<b>As at March 31, 2022</b>	-	486	45	167	16	19	733
(Charged)/credited:							
- to statement of profit and loss	-	(74)	(10)	(11)	-	(19)	(114)
- to other comprehensive income	-	-	-	-	(9)	-	(9)
<b>As at March 31, 2023</b>	-	412	35	156	7	-	610
(Charged)/credited:							
- to statement of profit and loss	-	(117)	(9)	56	-	-	(70)
- to other comprehensive income	-	-	-	-	(7)	-	(7)
<b>As at March 31, 2024</b>	-	295	26	212	0	-	533

#### (ii) Movement in deferred tax liabilities

Particulars	Gain on investments mandatorily measured at FVTPL	Depreciation of Right of use assets	Depreciation/ amortisation of Property, plant and equipment and Intangible assets	Fair value changes of cash flow hedges	Total
<b>As at March 31, 2022</b>	32	416	142	-	590
Charged/(credited):					
- to statement of profit and loss	(28)	(82)	4	-	(106)
- to other comprehensive income	-	-	-	-	-
<b>As at March 31, 2023</b>	4	334	146	-	484
Charged/(credited):					
- to statement of profit and loss	51	(105)	(9)	-	(63)
- to other comprehensive income	-	-	-	17	17
<b>As at March 31, 2024</b>	55	229	137	17	438

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### 8. Other non-current assets

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	47	46
Capital advances	3	-
<b>Total</b>	<b>50</b>	<b>46</b>

### 9. Other Current assets

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Advances other than capital advances:		
- advances to employees		
Considered good	10	15
Considered doubtful	-	-
	<b>10</b>	<b>15</b>
Less: Provision for doubtful advances	-	-
	<b>10</b>	<b>15</b>
- advances to suppliers		
Considered good	49	27
Considered doubtful	12	12
	<b>61</b>	<b>39</b>
Less: Allowance for credit loss	(12)	(12)
	<b>49</b>	<b>27</b>
Unbilled revenues (refer note 23 (c))	79	43
Prepaid expenses	192	166
Balance with government authorities	78	94
Surplus of plan assets over obligations (Refer note 14)	103	183
Others	1	0
<b>Total</b>	<b>512</b>	<b>527</b>

### 10 (a) Equity share capital

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorised:</b>		
238,000,000 equity shares of INR 2 each (238,000,000 shares of INR 2 each as at March 31, 2023)	476	476
<b>Total</b>	<b>476</b>	<b>476</b>
<b>Issued, subscribed and Paid up :</b>		
226,633,191 equity shares of INR 2 each (226,465,358 shares of INR 2 each at March 31, 2023)	453	453
<b>Total</b>	<b>453</b>	<b>453</b>

#### (i) Reconciliation of the shares outstanding as at the beginning and at the end of the year:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Nos	INR In Mn	Nos	INR In Mn
At the beginning of the year	226,465,358	453	226,201,471	452
Add: Shares issued on exercise of employee stock options	167,833	0	263,887	1
<b>Outstanding at the end of the year</b>	<b>226,633,191</b>	<b>453</b>	<b>226,465,358</b>	<b>453</b>

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### (ii) Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of INR 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Board of Directors in their meeting held on April 25, 2024 have recommended a final dividend of INR 7 per equity share, subject to the approval of shareholders at the ensuing Annual General Meeting.

### (iii) Details of shareholders holding more than 5% of the aggregate shares in the company

Name of shareholder	As at March 31, 2024		As at March 31, 2023	
	% of holding	NO. of shares	% of holding	NO. of shares
Swallow Associates LLP	26.73%	60,586,344	26.75%	60,586,344
Summit Securities Limited	11.04%	25,028,127	11.05%	25,028,127
Instant Holdings Limited	8.46%	19,177,651	8.47%	19,177,646

(iv) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding March 31, 2024 - Nil (March 31, 2023 - Nil)

(v) For details of Employee Stock Option Plans (ESOP), Refer note 31

(vi) For shares held by promoters, refer note 36 (iii)

### 10 (b) Reserves and surplus:

Particulars	As at March 31, 2024	As at March 31, 2023
Capital redemption reserve	44	44
Share based payment reserve	356	206
Retained earnings	14,282	10,753
Securities premium	532	462
General reserve	10,694	10,694
Special economic zone re-investment reserve	392	432
<b>Total reserves and surplus</b>	<b>26,300</b>	<b>22,591</b>

### 10 (c) Movement of Reserves and surplus

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Capital redemption reserve</b>		
Balance at the beginning and end of the year	44	44
<b>Share based payment reserve</b>		
Balance at the beginning of the year	206	225
Add: Employees Share Based Payment expense (net)	234	143
Less: Transferred to retained earnings on cancellation of vested stock options	15	121
Less: Transferred to securities premium on exercise of stock options	69	41
<b>Balance as at the end of the year</b>	<b>356</b>	<b>206</b>
<b>Retained earnings</b>		
Balance as at the beginning of the year	10,753	8,425
Add: Profit for the year	4,770	3,084



## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Add/(less): Other comprehensive income (net)	(50)	99
Less: Dividends paid	1,246	1,132
Add: Transfer from share based payment reserve on cancellation of vested stock options	15	121
Add: Utilisation of special economic zone re-investment reserve	40	156
<b>Balance as at the end of the year</b>	<b>14,282</b>	<b>10,753</b>
<b>Securities premium</b>		
Balance as at the beginning of the year	462	417
Add: Transferred from share based payment reserve on exercise of stock options	69	41
Add: Received on exercise of stock options	1	4
Less: Transfer to retained earnings		
<b>Balance as at the end of the year</b>	<b>532</b>	<b>462</b>
<b>General reserve</b>		
Balance at the beginning and end of the year	10,694	10,694
<b>Special Economic Zone Re-investment Reserve</b>		
Balance as at the beginning of the year	432	588
Less: Utilised during the year	40	156
<b>Balance as at the end of the year</b>	<b>392</b>	<b>432</b>

### 10 (d) Other components of equity:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Effective portion of Cash Flow Hedges</b>		
Balance at the beginning of the year	(17)	(27)
Effective portion of gain / (loss) on Cash Flow Hedge (net)	93	19
Tax impact	(23)	(9)
<b>Balance as at the end of the year</b>	<b>53</b>	<b>(17)</b>
<b>Total</b>	<b>53</b>	<b>(17)</b>

### 10 (e) Nature and purpose of each reserve within equity:

#### (i) Capital redemption reserve:

This reserve had been created out of general reserve in earlier years, being the nominal value of shares bought back. The reserve can be utilised in accordance with the provisions of the Act.

#### (ii) Share based payment reserve:

This reserve is used to record the fair value of equity-settled share based payment transactions. The amounts recorded in share based payment reserve account are transferred to securities premium upon exercise of stock options.

#### (iii) Retained earnings:

Retained earnings represents Company's undistributed earnings after taxes.

#### (iv) Securities premium:

Securities premium is used to record premium on issue of Equity shares. This reserve can be utilised in accordance with the provisions of the Act.

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

#### (v) General Reserve:

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

#### (vi) Special economic zone re-investment reserve:

This Reserve had been created out of profit of eligible SEZ units in accordance with the provision of Section 10 AA(1)(ii) of the Income Tax Act, 1961. The reserve can only be utilized by the Company for acquiring new plant and machinery for the purpose of its business in terms of the section 10AA(2) of the Income Tax Act, 1961.

#### (vii) Effective portion of Cash Flow Hedges:

The effective portion of cash flow hedges represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. Such gains or losses will be reclassified to statement of profit and loss in the period in which the hedged transaction occurs.

### 11 (a) Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
Foreign Currency derivative liabilities	59	97
Accrued salaries and benefits	914	817
Unclaimed dividend	21	23
Capital creditors	9	2
Others	11	5
<b>Total</b>	<b>1,014</b>	<b>944</b>

### 11 (b) Lease liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Lease Liabilities	850	1,225
<b>Current</b>		
Lease Liabilities	323	412
<b>Total</b>	<b>1,173</b>	<b>1,637</b>

Refer note 30 (b) and 30 (c)

### 12. Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
Trade payables	811	721
<b>Total</b>	<b>811</b>	<b>721</b>

For ageing, refer Note 36 (ii)

During the year ended March 31, 2024 and March 31, 2023 an amount of INR 33 Mn and 6 Mn respectively was paid beyond the appointed day as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

Interest due and outstanding on the same is INR 0 Mn [previous year INR 0 Mn]. Interest paid INR 0 Mn (previous year INR 0 Mn) Further in view of the Management, the amount of interest, if any remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 is not expected to be material.

This information has been determined to the extent such suppliers have been identified on the basis of information obtained and available with the Company.

### 13. Provisions : Non-Current

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Contingencies	48	42
<b>Total</b>	<b>48</b>	<b>42</b>

#### (i) Information about individual provisions

It pertains to Lease rentals related litigations. The timing and the amount of cash flows that will arise from this matter will be determined by the Appellate Authorities only on settlement of this case.

#### (ii) Movements in provisions

Movements in each class of provisions during the financial year, are set out below

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balances	42	37
Additional provisions accrued	6	5
<b>Closing Balances</b>	<b>48</b>	<b>42</b>

### 14. Employee benefit obligations

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Provision for compensated absences	212	180
<b>Total</b>	<b>212</b>	<b>180</b>
<b>Current</b>		
Provision for compensated absences	255	220
<b>Total</b>	<b>255</b>	<b>220</b>

#### (i) Defined benefit plans:

- a **Gratuity** - The Company operates a Scheme of Gratuity which is a defined benefit plan covering eligible employees in accordance with the Scheme of the Company. The gratuity plan is fully funded.

The following table sets out the Changes in Defined Benefit Obligation ('DBO') recognized in the Balance Sheet are as under:

Particulars	Present value of obligation	Fair value of plan assets	Net liability/ (asset)
<b>As at April 1, 2022</b>	<b>1,335</b>	<b>(1,422)</b>	<b>(87)</b>
Current service cost	213	-	213
Interest expense / (income)	89	(95)	(6)
<b>Total amount recognised in statement of profit and loss</b>	<b>302</b>	<b>(95)</b>	<b>207</b>

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net liability/ (asset)
<b>Remeasurements</b>			
Return on plan assets	-	(10)	(10)
(Gain) / loss from change in demographic assumptions	(37)	-	(37)
(Gain) / loss from change in financial assumptions	(93)	-	(93)
Experience (gains) / losses	8	-	8
<b>Total amount recognised in Other comprehensive income</b>	<b>(122)</b>	<b>(10)</b>	<b>(132)</b>
Liability Transferred In/Acquisitions	-	-	-
Liability Transferred Out/Disinvestments	(12)	-	(12)
Benefit payments	(193)	34	(159)
<b>As at March 31, 2023</b>	<b>1,310</b>	<b>(1,493)</b>	<b>(183)</b>
Current service cost	179	-	179
Interest expense / (income)	95	(109)	(14)
<b>Total amount recognised in statement of profit and loss</b>	<b>274</b>	<b>(109)</b>	<b>165</b>
<b>Remeasurements</b>			
Return on plan assets	-	(3)	(3)
(Gain) / loss from change in demographic assumptions	36	-	36
(Gain) / loss from change in financial assumptions	10	-	10
Experience (gains) / losses	24	-	24
<b>Total amount recognised in Other comprehensive income</b>	<b>70</b>	<b>(3)</b>	<b>67</b>
Liability Transferred In/Acquisitions	-	-	-
Assets/ Liability Transferred Out/Disinvestments	(2)	2	-
Benefit payments	(152)	-	(152)
<b>As at March 31, 2024</b>	<b>1,500</b>	<b>(1,603)</b>	<b>(103)</b>

The net liability/(asset) disclosed above relates to funded plans. The Company intends to contribute in line with the recommendations of the fund administrator and the actuary.

#### b The net liability/(asset) disclosed above relates to funded and unfunded plans are as follows:

Plan type	As at March 31, 2024	As at March 31, 2023
Present value of obligation	1,500	1,310
Fair value of plan assets	(1,603)	(1,493)
<b>Net Liability/(Asset)</b>	<b>(103)</b>	<b>(183)</b>

- c As at March 31, 2024 and March 31, 2023, plan assets were fully invested in insurer managed funds.
- d Through its defined benefit plans, the company is exposed to number of risks, the most significant of which are detailed below:

**Asset Volatility:** The Plan liabilities are calculated using a discount rate set with reference to bond yields. If plan assets underperform, this yield will create a deficit. The plan asset investments are in fixed income securities with high grades. These are subject to interest rate risk.

**Changes in bond yield:** A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

The company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within the framework, the company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

The company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The company has not changed the process used to manage its risks from previous periods.

- e The Company expects to contribute INR 146 Mn (March 31, 2023 INR Nil) to the defined benefit plan during the next annual reporting period.

Weighted average duration of the Projected Benefit Obligation is 7 Years (March 31, 2023 - 5 Years)

Estimated benefit payments from the fund for year ending	As at March 31, 2024	As at March 31, 2023
March 31, 2024	N.A.	207
March 31, 2025	158	186
March 31, 2026	150	175
March 31, 2027	159	170
March 31, 2028	167	159
March 31, 2029	172	N.A.
Thereafter	1,656	991

The expected benefits are based on the same assumptions used to measure the Company's benefit obligations as of March 31, 2024.

- f Sensitivity analysis - the increase / (decrease) in present value of defined benefit obligation to changes in principal assumptions:

Particulars	As at March 31, 2024	As at March 31, 2023
- 1% increase in discount rate	(5.37%)	(3.98%)
- 1% decrease in discount rate	5.97%	4.34%
- 1% increase in salary escalation rate	5.93%	4.32%
- 1% decrease in salary escalation rate	(5.43%)	(4.03%)
- 1% increase in rate of employee turnover	(0.47%)	(0.40%)
- 1% decrease in rate of employee turnover	0.47%	0.40%

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

- g **Provident fund** : The company makes contribution towards provident fund which is administered by the trustees. The contributions is accounted for as a defined benefit plan as the Company is liable for any shortfall in the fund assets based on the government specified minimum rates of return. Company has obtained an actuarial valuation of the liability according to which there is no deficit as at the Balance Sheet date. The movement of liability and plan assets is as under:

### g (a) Present Value of Defined Benefit Obligation

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Balance as at the beginning of the year</b>	<b>5,746</b>	<b>5,166</b>
Liability transferred in	268	265
Interest cost	401	395
Current service cost	387	357
Employee contribution	526	499
Benefit paid	(799)	(936)
Actuarial (gains)/losses	-	-
<b>Balance as at the end of the year</b>	<b>6,529</b>	<b>5,746</b>

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### g (b) Fair value of Plan Assets (Restricted to the extent of Present Value of Obligation)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Balance as at the beginning of the year</b>	<b>5,879</b>	<b>5,322</b>
Expected return on plan assets	401	395
Contributions by the Company	913	856
Transfer from other Company	266	265
Benefit paid	(799)	(936)
Return on Plan Assets	84	(23)
Actuarial gains/(losses )	-	-
<b>Balance as at the end of the year</b>	<b>6,744</b>	<b>5,879</b>

Particulars	As at March 31, 2024	As at March 31, 2023
Assets / (liabilities) recognised in the Balance Sheet	-	-

### g (d) Expense recognised in the Statement of Profit and Loss

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Current service cost	387	357
Interest cost	401	395
Expected return on plan assets	(401)	(395)
<b>Total expense recognised in the statement of profit and loss</b>	<b>387</b>	<b>357</b>

### g (e) The plan assets have been primarily invested as follows:

Category of Assets	As at March 31, 2024	As at March 31, 2023
Central Government of India Assets	604	635
State Government of India Assets	2,663	2,218
Special Deposits Scheme	25	24
Private Sector Bonds	2,704	2,422
Equity / Mutual Funds	569	240
Cash and Cash Equivalents	16	9
Others	163	331
<b>Total</b>	<b>6,744</b>	<b>5,879</b>

### g (f) The principal assumptions used for the purpose of all defined benefit obligations are as follows:

Category of Assets	As at March 31, 2024	As at March 31, 2023
Discount rate *	7.19%	7.30%
Salary escalation rate **	7.00%	7.00%
Rate of employee turnover		
- For services 4 years and below	12.50%	18.00%
- For services 5 years and above	11.50%	17.00%
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

\* Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

\*\* The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors, such as demand and supply in the employment market.



## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### (ii) Defined contribution plans:

The Company has recognised the following amounts in the Statement of Profit and Loss:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Contribution to Employees' Family Pension Fund	94	103
Contribution to Employees' Superannuation Fund	7	6

### 15. Other Current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Unearned revenue	9	11
Statutory dues	286	242
Others *	550	387
<b>Total</b>	<b>845</b>	<b>640</b>

\* represents liability towards potential obligations

### 16 (a) Income Taxes

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax assets (net)	317	271
Income tax liabilities (net)	(224)	(294)

### 16 (b) Movement

Movement in the Income Tax balances is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	(23)	55
Income tax paid (net of refunds)	1,601	897
Current income tax expense (Refer note 24 (i))	(1,387)	(938)
Adjustment for current tax of prior periods (Refer note 24 (i))	(115)	(4)
Income tax on other comprehensive income (Refer note 24 (iii))	17	(33)
Others		0
<b>Net total</b>	<b>93</b>	<b>(23)</b>

### 17. Revenue from operations

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Sale of IT services	20,192	18,213
Sale of licenses, hardware and other equipments	-	21
<b>Total</b>	<b>20,192</b>	<b>18,234</b>

Also refer note 23

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### 18. Other income (net)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest Income		
- Interest on bank balances and deposits	433	207
- Interest On financial assets carried at amortised cost	213	78
- Others	35	21
Dividend from subsidiaries	478	505
Net gain /(loss) on financial assets measured at FVTPL	236	76
Income on financial assets measured at amortised cost	115	12
Profit on sale of mutual funds	53	137
Foreign exchange gain (net)	0	295
Secondment Fees	77	131
Profit /(loss) on sale of property, plant and equipment and intangible assets (net)	4	25
Provisions no longer required and credit balances written back*	68	3
Miscellaneous Income	14	27
<b>Total</b>	<b>1,726</b>	<b>1,517</b>

\* mainly includes lease liability written back due to lease contract terminations before stipulated period.

### 19. Employee benefits expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	12,132	11,721
Contribution to provident and other funds (Refer note 14)	695	704
Employee share based payment expense (net of recoveries) (Refer note 31)	85	170
Staff welfare expenses	196	205
<b>Total</b>	<b>13,108</b>	<b>12,800</b>

### 20. Finance Costs

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest on :		
- Loans	0	0
- Lease Liabilities	112	159
- Others	35	17
Bank charges	3	4
<b>Total</b>	<b>150</b>	<b>180</b>

### 21. Depreciation and amortisation expense

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation of property, plant and equipment	276	327
Depreciation of right of use of assets	222	309
Amortization of intangible assets	57	119
<b>Total</b>	<b>555</b>	<b>755</b>

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### 22. Other expenses

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Rent (also refer note 13)	37	34
Rates and taxes	32	157
Electricity and power	58	62
Travelling and conveyance	123	72
Recruitment expenses	92	175
Training expenses	56	63
Repairs and maintenance to :		
- Building	136	131
- Electrical Installations and equipments	38	26
- Data Processing Equipments	327	386
- Others	20	13
Insurance	31	26
Legal and professional charges	320	338
Payments to auditors (Refer note 22 (b) below)	10	9
Communication expenses	48	77
General Office expenses	34	32
Advertisement and publicity	28	46
Expenditure towards Corporate social responsibility (See Note 22 (a))	78	71
Allowance for doubtful trade receivables		
- Provided	27	14
- Bad debts written off	35	0
- Less: Reversed	(64)	(14)
	(2)	(0)
Allowance for doubtful loans, advances and deposits		
- Provided	-	-
- Loans and advances written off	-	-
- Less: Reversed	(0)	(1)
	(0)	(1)
Miscellaneous expenses	46	59
<b>Total</b>	<b>1,512</b>	<b>1,776</b>

### 22 (a) Expenditure towards Corporate social responsibility (CSR)

CSR activities undertaken by the Company are in relation to education, employability and community development

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Gross amount required to be spent by the Company during the year	78	71
<b>Total</b>	<b>78</b>	<b>71</b>

Amount spent during the year on	Year ended March 31, 2024	Year ended March 31, 2023
a. Construction/ acquisition of any asset	-	-
b. On purposes other than (a) above	53	63
<b>Total</b>	<b>53</b>	<b>63</b>

Refer Note 28 for details of CSR expenditure towards related party.

The unspent CSR amount of INR 25 Mn (previous year INR 8 Mn) has been transferred to a separate bank account post the Balance Sheet date.

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

Cumulative value of previous years shortfall - INR 32 Mn

Reason for shortfall - The Company allocates CSR funds to on-going projects which are implemented beyond 1 financial year. These projects have set milestones, upon achievement of which, the next tranches of funds are released. A part of the total CSR allocation is ear-marked for such ongoing projects and will be released/utilized in the next financial years with the intent to achieve optimal objective of CSR funds, so allocated by the Company.

### 22 (b) Details of payments to auditors

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
As auditors :		
- Audit Fee [including quarterly limited reviews]	7	7
In other capacity, in respect of :		
- Certification services	1	1
Reimbursement of expenses	2	1
<b>Total</b>	<b>10</b>	<b>9</b>

### 23. Revenue from operations

#### (a) Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by geography, offerings and contract-type for each of our business segments. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

Particulars	Verticals	
	Digital and Application Services	Digital Foundation Services
<b>Revenue by Geography</b>		
- Americas	7,991	2,542
	[7,714]	[2,603]
- Europe	4,659	708
	[3,631]	[609]
- Africa	3,801	235
	[3,538]	[-]
- Rest of the world	204	52
	[103]	[36]
<b>Revenue by Contract Type</b>		
- Fixed Price Contracts/Fixed Monthly	9,486	2,010
	[8,453]	[1,830]
- Time and Material	7,168	1,528
	[6,533]	[1,418]

Figures in brackets are for previous year i.e. March 31, 2023

#### (b) Trade Receivables and Contract Balances

The Company classifies the right to consideration in exchange for deliverables as either receivable or as unbilled revenue.

A receivable is right to consideration that is unconditional upon passage of time. Revenue for time and material contracts are recognised as related service are performed. Revenue for fixed price maintenance contracts is recognised on a straight line basis over the period of contract. Revenue in excess of billing is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

## Notes to the Standalone Financial Statements

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(All amounts in INR Million unless otherwise stated)

Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to clients is based on milestones as defined in the contract. This would result in timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non financial assets as the contractual right to consideration is dependent on completion of contractual milestones.

Invoicing in excess of earnings is classified as unearned revenue.

Trade receivables and unbilled revenues are presented net of impairment in Balance Sheet.

### (c) Performance obligations and remaining performance obligations

The remaining performance obligation disclosures provide the aggregate amount of transaction price yet to be recognized as of the end of the reporting period and an explanation as to when company expects to recognize these amounts as revenue. Applying the practical expedients as given in INDAS 115, the Company has not disclosed the remaining performance obligations related disclosures where the revenue recognized corresponds directly with the value to customer of the entity's performance completed to date, typically those contracts where invoicing is on the basis of time and material basis. Remaining performance obligation are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment of revenue that has not materialized and adjustments for currency.

The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is INR Nil Mn [March 31, 2023: INR 17 Mn] out of which INR Nil Mn [March 31, 2023: INR 17 Mn] is expected to be recognised as revenue in the next year. No consideration from contracts with customers is excluded from the amount mentioned above.

#### Changes in Unbilled Revenues are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	43	56
Invoices raised that were included in the Unbilled revenue balance at the beginning of the year	(43)	(56)
Increase due to revenue recognised during the year, excluding amounts billed during the year	79	43
Balance at the end of the year	79	43

#### Changes in unearned revenue are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	11	2
Revenue recognised that was included in the unearned revenues balance at the beginning of the year	(2)	(2)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	0	11
Balance at the end of the year	9	11

#### Reconciliation of revenue recognised with the contracted price is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Contracted price	20,227	18,249
Reductions towards variable consideration components	(35)	(15)
Revenue recognised	20,192	18,234
The reduction towards variable consideration comprises of volume discounts, service level credits, etc.		

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### 24. Income tax expense

This note provides Company's income tax expense and amounts that are recognized directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to Company's tax positions.

#### i. Breakup of income tax expense:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Income tax expense</b>		
<b>Current Tax</b>		
Current tax on profits for the year	1,387	938
Adjustment for current tax of prior periods	115	4
<b>Current tax expense</b>	<b>1,502</b>	<b>942</b>
<b>Deferred tax</b>		
Decrease / (increase) in deferred tax assets	70	114
(Decrease) / increase in deferred tax liabilities	(63)	(106)
<b>Deferred tax expense / (benefit)</b>	<b>7</b>	<b>8</b>
<b>Income tax expense</b>	<b>1,509</b>	<b>950</b>

#### ii. The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before taxes	6,279	4,034
Indian statutory income tax rate	25.17%	25.17%
<b>Computed expected tax expense</b>	<b>1,580</b>	<b>1,015</b>
Income exempt from tax		
Dividend from subsidiaries	(120)	(127)
Non-deductible expenses	28	58
Effect of tax on income at different rates	(54)	(36)
Effect of change in tax rate	-	33
True-up of tax provisions related to previous years	69	4
Others	6	3
<b>Total Income tax expense</b>	<b>1,509</b>	<b>950</b>

#### iii. Tax on the amounts recognised directly in OCI – expense / (reversal):

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Current tax	Deferred tax	Current tax	Deferred tax
Fair value changes on cash flow hedges	-	23	-	9
Remeasurements of post-employment benefit obligations	(17)	-	33	-
<b>Total</b>	<b>(17)</b>	<b>23</b>	<b>33</b>	<b>9</b>

#### iv. Changes in tax rate - There is no change in tax rate as compared to the previous year.



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### 25. Fair value measurements

#### Financial instruments by category:

Particulars	As at March 31, 2024				As at March 31, 2023			
	FVTPL	FVOCI	Derivative financial assets/liabilities	Amortised cost	FVTPL	FVOCI	Derivative financial assets/liabilities	Amortised cost
<b>Financial assets</b>								
Investments*	3,947	-	-	9,508	3,860	-	-	5,126
Trade receivables	-	-	-	7,778	-	-	-	7,208
Cash and cash equivalents	-	-	-	443	-	-	-	661
Other balances with banks	-	-	-	2,022	-	-	-	2,435
Foreign currency derivative assets	-	-	139	-	-	-	110	-
Security deposits	-	-	-	92	-	-	-	109
Unbilled revenues	-	-	-	129	-	-	-	997
Other financial assets	-	-	-	1,330	-	-	-	531
<b>Total financial assets</b>	<b>3,947</b>	<b>-</b>	<b>139</b>	<b>21,302</b>	<b>3,860</b>	<b>-</b>	<b>110</b>	<b>17,067</b>
<b>Financial liabilities</b>								
Borrowings	-	-	-	-	-	-	-	-
Trade payables	-	-	-	811	-	-	-	721
Capital creditors	-	-	-	9	-	-	-	2
Accrued salaries and benefits	-	-	-	914	-	-	-	817
Foreign currency derivative liabilities	-	-	59	-	-	-	97	-
Lease liabilities	-	-	-	1,173	-	-	-	1,637
Other financial liabilities	-	-	-	32	-	-	-	28
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>59</b>	<b>2,939</b>	<b>-</b>	<b>-</b>	<b>97</b>	<b>3,205</b>

**Note:** Carrying amount of all financial assets and liabilities approximates to their fair value.

\*Excludes Investments in subsidiaries accounted as per cost model in accordance with IND AS 27 "Separate Financial statements".

#### i. Fair value hierarchy:

Financial assets and liabilities measured at fair value – As at March 31, 2024

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
<b>Financial investments at FVTPL</b>				
Investments	3,947	-	-	3,947
<b>Derivatives designated as hedges</b>				
Foreign currency derivative assets	-	139	-	139
<b>Total financial assets</b>	<b>3,947</b>	<b>139</b>	<b>-</b>	<b>4,086</b>
<b>Financial liabilities</b>				
<b>Derivatives designated as hedges</b>				
Foreign currency derivative liabilities	-	59	-	59
<b>Total financial liabilities</b>	<b>-</b>	<b>59</b>	<b>-</b>	<b>59</b>

Financial assets and liabilities measured at fair value - As at March 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
<b>Financial investments at FVTPL</b>				
Investments	3,860	-	-	3,860
<b>Derivatives designated as hedges</b>				
Foreign currency derivative assets	-	110	-	110
<b>Total financial assets</b>	<b>3,860</b>	<b>110</b>	<b>-</b>	<b>3,970</b>

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Particulars	Level 1	Level 2	Level 3	Total
<b>Financial liabilities</b>				
<b>Derivatives designated as hedges</b>				
Foreign currency derivative liabilities	-	97	-	97
<b>Total financial liabilities</b>	<b>-</b>	<b>97</b>	<b>-</b>	<b>97</b>

#### ii. Valuation technique used to determine fair value:

The following methods and assumptions were used to estimate the fair value of the level 2 financial instruments included in the above tables:

Derivative instruments: The company enters into foreign currency forward contracts with banks with investment grade credit ratings. These are valued using the forward pricing valuation technique, using present value calculations. The models incorporate various inputs including the credit quality of counterparties and foreign exchange spot and forward rates. As at March 31, 2024, the changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships.

### 26. Financial risk management:

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the company is foreign exchange risk. The company uses derivative financial instruments to mitigate foreign exchange related risk exposures. Derivatives are used exclusively for hedging purpose and not as trading or speculative instruments. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The demographics of the customer including the default risk of the industry and country in which the customer operates also has an influence on credit risk assessment.

#### a) Market Risk:

##### i. Foreign currency risk:

The Company operates globally and a major portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in the United States, South Africa, United Kingdom and other regions, and purchases from overseas suppliers in various foreign currencies. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the Indian rupee appreciates/ depreciates against these currencies. The Company evaluates exchange rate exposure arising from these transactions and enters into foreign currency derivative instruments to mitigate the risk of changes in exchange rates on foreign currency exposures. The Company follows established risk management policies, to hedge forecasted cash flows denominated in foreign currency. The Company has designated certain derivative instruments as cash flow hedges to mitigate the foreign exchange exposure of forecasted highly probable cash flows.

Company's exposure to unhedged foreign currency risk as at March 31, 2024 in INR Million is as follows:

Particulars	USD	GBP	ZAR	Other currencies	Total
<b>Financial assets</b>					
Cash and cash equivalents	0	-	-	-	0
Trade receivables	[1]	[1]	[1]	[1]	[1]
Other financial assets	[1]	[1]	[1]	[3]	[3]
	220	80	24	5	329
	[621]	[236]	[191]	[5]	[1,053]

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(All amounts in INR Million unless otherwise stated)

Particulars	USD	GBP	ZAR	Other currencies	Total
<b>Financial liabilities</b>					
Trade payables	305	9	75	5	394
	[306]	[14]	[70]	[5]	[395]
Other financial liabilities	0	0	-	-	0
	[14]	[0]	[31]	[-]	[45]

Figures in brackets are for previous year i.e. as at March 31, 2023

### Sensitivity:

For the year ended March 31, 2024 and March 31, 2023, every percentage point appreciation/depreciation in the exchange rate would have affected the Company's profit and loss respectively:

- INR/USD by approximately 0.90% and 0.54%,
- INR/GBP by approximately 0.06% and 0.26%
- INR/ZAR by approximately 0.18% and 0.19%,

Sensitivity analysis is computed based on changes in income and expenses, due to every percentage point appreciation/depreciation in the exchange rates.

### Derivative financial instruments:

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. The foreign exchange forward contracts mature within twelve months from Balance Sheet.

The following table gives details in respect of outstanding foreign exchange contracts:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Amount of contracts in Million	Fair Value - Gain / (Loss) (INR in Million)	Amount of contracts in Million	Fair Value - Gain / (Loss) (INR in Million)
In USD	220	24	105	68
In GBP	47	0	27	(62)
In ZAR	1,138	56	606	7
<b>Total Forwards</b>		<b>80</b>		<b>13</b>

The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as at the balance sheet date:

Particulars	As at March 31, 2024	As at March 31, 2023
Not later than one month	16	6
Later than one month and not later than three months	21	7
Later than three months and not later than one year	43	(0)

The Company has designated certain foreign exchange forward and option contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast sale transactions. The related hedge transactions for balance in cash flow hedging reserve are expected to occur and reclassified to the statement of profit or loss within 12 months.

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If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

The following table provides the reconciliation of cash flow hedge reserve:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	(17)	(27)
Gain / (Loss) during the year on Cash Flow Hedges [includes reclassification to statement of profit and loss [FY 2023-24 INR 7 Million] [FY 2022-23 INR (37) Million]]	93	19
Tax impact on effective portion of outstanding derivatives	(23)	(9)
<b>Balance as at the end of the year</b>	<b>53</b>	<b>(17)</b>

### b) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from financial assets amounting to INR 25,388 Million and INR 21,037 Million as of March 31, 2024 and March 31, 2023, respectively. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned from customers located in the United States, South Africa, United Kingdom and elsewhere. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company uses expected credit loss model to assess impairment loss or gain. The Company uses a matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and Company's historical experience for customers. Refer note 36(i) for expected credit loss allowance basis ageing of trade receivable.

The movement in allowance for life time expected credit loss on customer balances for the year ended March 31, 2024 and March 31, 2023 is given below:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	128	128
Allowance for doubtful debts	27	14
Reversal of allowance for doubtful debts	(64)	(14)
Foreign exchange differences	(1)	0
Balance at the end of the year	90	128

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted bonds issued by government organizations and non-convertible debentures issued by institutions with high credit ratings.

### c) Liquidity risk:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. As of March 31, 2024 and 2023, cash and cash equivalents are held with major banks and financial institutions.

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The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date. The amounts include estimated interest payments and exclude the impact of netting agreements, if any.

Particulars	As at March 31, 2024				
	Contractual cash flows				
	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	-	-	-	-	-
Trade payables	811	811	-	-	811
Lease liabilities	1,173	323	1,070	46	1,439
Derivative financial liabilities	59	59	-	-	59
Other financial liabilities	955	955	-	-	955

Particulars	As at March 31, 2023				
	Contractual cash flows				
	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	-	-	-	-	-
Trade payables	721	721	-	-	721
Lease liabilities	1,637	412	1,383	280	2,075
Derivative financial liabilities	97	97	-	-	97
Other financial liabilities	847	847	-	-	847

### 27. Capital management

The Company manages its capital to ensure that it will be able to continue as going concern while maximizing the return to stakeholders through the optimisation of the debt and equity balance. The Company is not subject to any externally imposed capital requirements. The Company's risk management committee reviews the capital structure of the Company on an ongoing basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The Company's capital comprises equity share capital, share premium, retained earnings and other equity attributable to equity holders. The Company didn't have any external borrowings during the current and previous year. No changes were made in the objectives, policies or processes for managing capital of the Company during the current and previous year.

### 28. Related Party Disclosure

#### A. List of related parties with whom transactions have taken place during the current and previous year

The Companies related party transactions and outstanding balances are with related parties with whom the company routinely enters into transactions in the ordinary course of business.

##### (i) List of subsidiaries

Name of Entity	Relationship
Zensar Technologies (Singapore) Pte. Limited	100% subsidiary
Foolproof (SG) Pte Limited	100% step down subsidiary
Zensar (Africa) Holdings Proprietary Limited	100% subsidiary
Zensar (South Africa) Proprietary Limited (refer Note 1 below)	75% step down subsidiary
Zensar Technologies (UK) Limited	100% subsidiary
Foolproof Limited	100% step down subsidiary
Zensar Technologies, Inc.	100% subsidiary
M3BI LLC	100% step down subsidiary

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Name of Entity	Relationship
Keystone Logic Mexico, S. DE R.L. DE C.V	100% step down subsidiary
Zensar Information Technologies B.V.	100% step down subsidiary
M3BI India Private Limited	100% subsidiary
Zensar Technologies (Canada) Inc	100% step down subsidiary
Zensar Technologies GmbH	100% step down subsidiary
Zensar Colombia S.A.S.	100% step down subsidiary

**Note 1:** 25% equity has been held by Riverbend Trade And Invest 58 Proprietary Limited.

**Other related parties with whom transactions have taken place during the current and previous year:**

##### (a) Key Management Personnel

H.V. Goenka	Chairman	
Anant Goenka	Non-Executive Vice Chairman and Director	##
Manish Tandon	Chief Executive Officer and Managing Director	W.e.f January 23, 2023
Ajay Singh Bhutoria	Chief Executive Officer and Managing Director	Upto December 31, 2022
Sachin Zute	Chief Financial Officer	W.e.f May 10, 2022
Gaurav Tongia	Company Secretary	
A.T. Vaswani	Non-Executive Director	
Arvind Agrawal	Non-Executive Director	
Venkatesh Kasturirangan	Non-Executive Director	Upto March 31, 2023
Shashank Singh	Non-Executive Director	Upto December 10, 2021
Ben Druskin	Non-Executive Director	
Ketan Dalal	Non-Executive Director	
Harsh Mariwala	Non-Executive Director	
Radha Rajappa	Non-Executive Director	
Pravin Rao Udhyavara Bhadya	Non-Executive Director	W.e.f September 26, 2022

\*\* Anant Goenka (Non-Executive and non-independent director) was appointed as Interim Managing Director from 2 November 2022 to 23 January 2023. Effective 23 January 2023, he has been appointed as Non-Executive Vice Chairman

##### (b) Entities where Key management personnel either have significant influence or are members of key management personnel of that entity:

RPG Enterprises  
Harrisons Malayalam Limited  
KEC International Limited  
RPG Life Sciences Limited  
RPG Foundation  
RPG Art Foundation  
CEAT Limited  
Rainetree Capital, LLC  
Katalyst Advisors Private Limited

##### (c) Entities which have the ability to exercise influence / significant influence over the company:

Swallow Associates LLP  
Summit Securities Limited  
Instant Holdings Limited  
Sofreal Mercantrade Private Limited  
Other Promoter / Promoter Group entities (shareholding individually less than 1%)



## Notes to the Standalone Financial Statements

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(All amounts in INR Million unless otherwise stated)

### (d) Post employment benefit plans @@:

Zensar PF Trust

Zensar Gratuity trust

Zensar Superannuation Trust

@@ refer note 14 for information on transactions with post-retirement plans mentioned above

### B. Transactions along with outstanding balances with the related parties:

Particulars	Transactions during year ended		Amount outstanding as at	
	March 31, 2024	March 31, 2023	March 31, 2024 Receivable / (Payable)	March 31, 2023 Receivable / (Payable)
<b>A. Revenue from rendering services</b>				
(i) Zensar Technologies, Inc.	9,679	9,457	5,149	5,929
(ii) Zensar Technologies (UK) Limited	4,524	3,740	796	518
(iii) Zensar (South Africa) Proprietary Limited	4,031	3,485	1,381	1,187
(iv) Foolproof Limited	187	143	76	65
(v) Zensar Information Technologies B.V.	4	5	1	2
(vi) M3Bi India Private Limited	218	92	22	11
(vii)CEAT Limited	4	-	3	-
<b>Total - Revenue from rendering services</b>	<b>18,647</b>	<b>16,922</b>	<b>7,428</b>	<b>7,712</b>
<b>B. Subcontracting costs (Purchase of services)</b>				
(i) Zensar (South Africa) Proprietary Limited	5	-	(4)	-
(ii) Zensar Technologies, Inc.	-	16	-	(16)
(iii) M3Bi India Private Limited	15	3	(5)	(1)
<b>Total - Subcontracting costs (Purchase of services)</b>	<b>20</b>	<b>19</b>	<b>(9)</b>	<b>(17)</b>
<b>C. Other Income/(Expenses)</b>				
(i) Zensar Technologies, Inc.	48	91	20	27
(ii) Zensar Technologies (UK) Limited	19	33	1	-
(iii) Zensar (South Africa) Proprietary Limited	5	2	1	-
(iv) Zensar Information Technologies B.V.	-	1	-	0
(v) Zensar Technologies (Canada) Inc	6	4	-	-
(vi) CEAT Limited	1	1	0	2
(vii)RPG Enterprises	(127)	(156)	-	(4)
(viii)Katalyst Advisors Private Limited	(2)	(2)	(1)	-
(ix) KEC International Limited	-	2	-	-
<b>Total - Other Income/(Expenses)</b>	<b>(50)</b>	<b>(24)</b>	<b>21</b>	<b>25</b>
<b>D. Dividend income received</b>				
(i) Zensar (Africa) Holdings Proprietary Limited	46	-	-	-
(ii) Zensar Technologies (UK) Limited	424	505	-	-
(iii) Zensar Technologies (Singapore) Pte. Limited	8	-	-	-
<b>Total - Dividend income received</b>	<b>478</b>	<b>505</b>	<b>-</b>	<b>-</b>
<b>E. Reimbursements / Corporate Overhead to / (by) the company [net]</b>				
(i) Zensar Technologies, Inc.	175	230	12	10
(ii) Zensar Technologies (UK) Limited	94	112	10	2
(iii) Zensar Technologies (Singapore) Pte. Limited	0	0	(0)	(0)
(iv) Zensar (South Africa) Proprietary Limited	67	76	(123)	(128)
(v) Foolproof Limited	6	5	2	-
(vi) Foolproof (SG) Pte Limited	-	0	-	-
(vii)Zensar Technologies (Canada) Inc	9	6	1	0
(viii)Keystone Logic Mexico, S. DE R.L. DE C.V	3	4	-	-

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Particulars	Transactions during year ended		Amount outstanding as at	
	March 31, 2024	March 31, 2023	March 31, 2024 Receivable / (Payable)	March 31, 2023 Receivable / (Payable)
(ix) Zensar Colombia S.A.S	7	4	4	3
(x) Zensar Information Technologies B.V.	1	1	(0)	-
(xi) Zensar Technologies GmbH	0	0	0	-
(xii)M3BI India Private Limited	14	11	5	13
(xiii)M3BI LLC	7	8	1	9
(xiv)CEAT Limited	(0)	0	-	-
(xv)RPG Enterprises	(46)	-	(27)	-
(xvi)Gaurav Tongia	(0)	(0)	-	-
(xvii)Sachin Zute	(1)	(0)	-	-
<b>Total - Reimbursement to /(by) the company [net]</b>	<b>336</b>	<b>457</b>	<b>(115)</b>	<b>(91)</b>
<b>F. Reimbursements to /(by) the company [net] w.r.t Employee share-based payment expense</b>				
(i) Zensar Technologies, Inc.	124	(64)	(45)	(152)
(ii) Zensar Technologies (UK) Limited	18	26	42	23
(iii) Zensar (South Africa) Proprietary Limited	5	11	6	4
(iv) M3BI India Pvt Ltd	1	-	1	-
(v) M3BI LLC	1	-	1	-
<b>Total - Reimbursements to /(by) the company [net] w.r.t Employee share-based payment expense</b>	<b>149</b>	<b>(27)</b>	<b>5</b>	<b>(125)</b>
<b>G. Corporate social responsibility expenditure / donations</b>				
(i) RPG Foundation	61	66	-	-
(ii) RPG Art Foundation	2	2	-	-
<b>Total - Donations</b>	<b>63</b>	<b>68</b>	<b>-</b>	<b>-</b>
<b>H. Dividend on Equity Shares Paid</b>				
(i) Swallow Associates LLP	333	303	-	-
(ii) Summit Securities Limited	138	125	-	-
(iii) Instant Holdings Limited	105	96	-	-
(iv) Sofreal Mercantrade Private Limited	33	30	-	-
(v) H.V. Goenka	1	1	-	-
(vi) Anant Goenka	0	0	-	-
(vii)A.T. Vaswani	0	0	-	-
(viii)Other Promoter / Promoter Group entities	3	2	-	-
<b>Total - Dividend on Equity Shares paid</b>	<b>613</b>	<b>557</b>	<b>-</b>	<b>-</b>
<b>I. Directors Fees and Commission paid "</b>				
(i) H.V. Goenka	18	33	(27)	(17)
(ii) A.T. Vaswani	3	3	(2)	(1)
(iii) Arvind Agrawal	3	3	(2)	(1)
(iv) Venkatesh Kasturirangan	1	2	-	(1)
(v) Shashank Singh §	-	1	-	-
(vi) Ben Druskin	2	1	-	(1)
(vii)Ketan Dalal	2	2	(2)	(2)
(viii)Pravin Rao	1	1	(2)	(1)
(ix) Harsh Mariwala	2	2	(2)	(1)
(x) Anant Goenka	13	2	(21)	(12)
(xi) Radha Rajappa	2	2	(2)	(2)
<b>Total - Directors Fees and Commission paid</b>	<b>47</b>	<b>52</b>	<b>(60)</b>	<b>(39)</b>

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

J. Compensation of Key management personnel *	Manish Tandon®	Ajay Singh Bhutoria	Sachin Zute	Gaurav Tongia
Short Term Benefits	2	-	25	9
	[0]	[1]	[16]	[8]
Post-Employment Benefits	0	-	1	0
	[0]	[0]	[0]	[0]
Long-term Employee benefits	-	-	-	-
	[-]	[-]	[-]	[-]
Perquisites value of Employee Stock options	-	-	5	-
	[-]	[-]	[-]	[-]
<b>Total - Compensation of Key management personnel</b>	<b>2</b>	<b>-</b>	<b>31</b>	<b>9</b>
	<b>[0]</b>	<b>[1]</b>	<b>[16]</b>	<b>[8]</b>
Outstanding amounts*	125	-	12	2
	[2]	[-]	[6]	[1]

Figures in brackets are for previous year i.e. as at March 31, 2023

\* Details in the above table are on accrual and amortization basis, wherever applicable. Doesn't include Gratuity and compensated absences related provisions /payments.

® During the previous year, the Board has approved the Grant of 35,776 and 871,817 RSUs on January 10, 2023 and March 31, 2023 respectively under the EPAU 2016 Plan. These would vest as per the terms of the Grant. Proportionate value of Grants shown as outstanding.

In the previous year, remuneration of Manish Tandon is considered from the date of joining the company.

During the previous year, the remuneration of Ajay Bhutoria is considered upto the date of resignation i.e., December 31, 2022. All ESOP's granted to Ajay Bhutoria have been cancelled upon ceasing the employment with the Company.

\*Outstanding includes stock options which is not part of the "Total compensation of Key management personnel".

§ paid to Marina Holdco (FPI) Limited, which had nominated Shashank Singh on the Board of the Company.

\*\* Transactions during the year includes Commission disbursed by the Company against previous years approved Commission. Outstanding for the year are the amount accrued as current year Commission.

### 29. Contingent liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Income Tax:		
Matters decided in favour of the Company by appellate authorities, where the Income Tax Department is in further appeal	6	75
Matters on which the Company is in appeal	194	256
(b) Sales Tax / Value Added Tax:		
Claims against Company regarding sales tax against which the Company has preferred appeals	48	55
(c) Claims against Company regarding service tax against which the Company has preferred appeal	8	8
(d) Claims against the Company not acknowledged as debts	1	1
(e) Bank Guarantees	62	107

### 30. Disclosures with respect to Capital expenditure and Leases

#### a. Capital expenditure contracted but not recognized as liability is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Property plant and equipments	24	3
Intangible assets	1	2

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

#### b. The details of the right-of-use asset held by the Company are as follows:

Particulars	Additions for FY 2023-24	As at March 31, 2024	Depreciation charge for FY 2023-24
Leasehold land	-	19	0
	[-]	[19]	[0]
Buildings/Office premises	48	892	222
	[194]	[1,307]	[309]
<b>Total</b>	<b>48</b>	<b>911</b>	<b>222</b>
	<b>[194]</b>	<b>[1,326]</b>	<b>[309]</b>

Figures in brackets are for previous year i.e. March 31, 2023

#### c. Disclosure on Cash And Non-Cash Changes For Lease Liabilities Arising From Financing Activities:

The components of liabilities related to financing activities in cash flow are as follows:

Particulars	Non-cash changes				
	Opening Balance	Cash Flow	Net additions to lease liability	Forex Gain/ (Loss)	Closing balance
Lease Liability	1,637	315	(148)	-	1,173
	[1,931]	[457]	[163]	-	[1,637]

Figures in brackets are for previous year i.e. March 31, 2023

### 31. Share Based Payments

#### (a) Employee Stock Option Plan, 2002 (2002 ESOP) and Employee Stock Option Plan, 2006 (2006 ESOP)

Under the 2002 ESOP and 2006 ESOP schemes, participants are granted options which vest equally over a period of 5 years from the date of grant. Participation in the plan is at the discretion of the Nomination and Remuneration Committee (NRC) and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

- The exercise price is determined based on the market price, being the closing price of the share on the stock exchange with higher trading volume on the day preceding the day of the grant of options. The scheme allows the NRC to set the exercise price at a premium or discount not exceeding 20% on the market price.
- The options remain exercisable for 10 years from date of vesting & lapse if they remain unexercised during this period.
- Options granted carry no dividend or voting rights. When exercisable, each option is convertible into one equity share.

Stock option activity under the "2002 ESOP" scheme is as follows:

Particulars	2023-24		2022-23	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	-	-	2,500	12
Granted during the year	-	-	-	-
Cancelled during the year	-	-	-	-
Exercised during the year	-	-	2,500	12
Lapsed during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Vested and Exercisable at the year end	-	-	-	-

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### Stock option activity under the "2006 ESOP" scheme is as follows:

Particulars	2023-24		2022-23	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	268,690	49.06	363,880	50.54
Granted during the year	-	-	-	-
Cancelled during the year	5,860	51.46	26,400	46.13
Exercised during the year	16,900	40.17	67,790	58.37
Lapsed during the year	6,730	53.00	1,000	30.00
Outstanding at the end of the year	239,200	49.52	268,690	49.06
Vested and Exercisable at the year end	239,200	-	268,690	-

### (b) Employee Performance Award Unit Plan, 2016 (EPAU 2016)

Vesting would happen on or after 1 (one) year but not later than 5 (five) years from the date of grant of such PAUs or any other period as may be determined by the Nomination and Remuneration Committee (the Committee) and is subject to achievement of performance targets, set out in the Grant letter and/or the Scheme/prescribed by the Committee.

The exercise price is INR 2 per unit and all vested units need to be exercised at any time within the period determined by the Committee from time to time, subject to a maximum period of two and half months from the end of calendar year in which vesting happens for the respective PAUs.

Particulars	2023-24		2022-23	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	2,006,353	2	1,685,517	2
Granted during the year	261,386	2	1,652,528	2
Cancelled during the year	356,292	2	1,138,095	2
Exercised during the year	150,933	2	193,597	2
Lapsed during the year	262	2	-	-
Outstanding at the end of the year	1,760,252	2	2,006,353	2
Vested and Exercisable	135,411	-	96,383	-

### (c) Share options outstanding at the end of the year have the following expiry dates and exercise prices:

Share based payment scheme	Grant year	Range of exercise prices	Expiry year	Share options as at	
				March 31, 2024	March 31, 2023
2006 ESOP	FY 2010-2013	10 - 55	FY 2021-2028	224,950	143,030
	FY 2014-2017	50 - 220	FY 2026-2031	14,250	125,660
<b>Weighted average remaining contractual life of options outstanding at the end of the year</b>				<b>2.23</b>	<b>3.11</b>
				<b>Years</b>	<b>Years</b>
EPAU 2016	FY 2021-2023	2	FY 2022-2027	1,760,252	2,006,353
<b>Weighted average remaining contractual life of options outstanding at the end of the year</b>				<b>2.01</b>	<b>2.77</b>
				<b>Years</b>	<b>Years</b>

### (d) Fair value of options granted

The fair value of the options at the grant date is determined using Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk-free rate for the term of the option.

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

(e) The following tables illustrate the model inputs for options granted during the year ended March 31, 2024 and March 31, 2023 and the resulting fair value of the options at the various grant dates:

### For the year ended March 31, 2024

#### Employee Performance Award Unit Plan, 2016 (EPAU 2016)

Particulars	Grant Date						
	20-Jul-23		12-Dec-23			12-Dec-23	
	Vest 1	Vest 2	Vest 1	Vest 2	Vest 3	Vest 1	Vest 2
Expected Life (years)	2.1	3.1	1.14	1.91	2.91	1.7	2.7
Volatility (%) *	43.32	44.85	37.59	38.57	42.4	37.63	41.61
Risk free rate (%)	6.85	6.9	6.95	7.04	7.1	7	7.07
Exercise price (Rs.)	2	2	2	2	2	2	2
Dividend yield (%)	1.09	1.09	0.96	0.96	0.96	0.96	0.96
Fair value per vest	445.56	440.83	511.16	507.48	502.73	508.48	503.73
Vest %	50	50	33.33	33.33	33.34	50	50
<b>Option fair value</b>	<b>443.2</b>	<b>443.2</b>	<b>507.12</b>	<b>507.12</b>	<b>507.12</b>	<b>506.11</b>	<b>506.11</b>

### For the year ended March 31, 2023

Particulars	Grant Date					
	24-Jun-22	12-Jul-22	12-Jul-22	12-Jul-22	25-Oct-22	25-Oct-22
	Vest 1	Vest 1	Vest 2	Vest 3	Vest 1	Vest 2
Expected Life (years)	1.38	1.35	3.12	4.12	1.83	2.83
Volatility (%) *	49.22	48.32	48.94	47.3	44.57	50.31
Risk free rate (%)	6.15	6.16	6.8	7.02	6.83	7.07
Exercise price (Rs.)	2	2	2	2	2	2
Dividend yield (%)	0	1.34	1.34	1.34	2.35	2.35
Fair value per vest	266.86	254.58	248.79	245.58	202.94	198.31
Vest %	100%	33%	33%	33%	27%	36%
<b>Option fair value</b>	<b>266.86</b>	<b>249.65</b>	<b>249.65</b>	<b>249.65</b>	<b>197.93</b>	<b>197.93</b>

Particulars	Grant Date				
	25-Oct-22	10-Jan-23	31-Mar-23	31-Mar-23	31-Mar-23
	Vest 3	Vest 1	Vest 1	Vest 2	Vest 3
Expected Life (years)	3.83	1.59	1.61	2.61	3.61
Volatility (%) *	45.76	43.46	42.46	43.33	46.97
Risk free rate (%)	7.23	6.72	7.02	7.1	7.12
Exercise price (Rs.)	2	2	2	2	2
Dividend yield (%)	2.35	2.4	1.88	1.88	1.88
Fair value per vest	193.79	198.46	256.93	252.25	247.65
Vest %	36%	100%	36%	32%	32%
<b>Option fair value</b>	<b>197.93</b>	<b>198.46</b>	<b>252.47</b>	<b>252.47</b>	<b>252.47</b>

\* The expected price volatility is based on the historic volatility (based on remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.



## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### 32. Earnings per share (EPS)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Profits attributable to equity shareholders	4,770	3,084
<b>Basic Earnings Per Share</b>		
Weighted average number of equity shares outstanding during the year (in nos)	226,508,101	226,356,924
<b>Basic EPS (INR)</b>	<b>21.06</b>	<b>13.62</b>
<b>Diluted Earnings Per Share</b>		
Weighted average number of equity shares outstanding during the year (in nos)	226,508,101	226,356,924
Effect of dilutive issue of stock options (in nos)	1,810,391	1,158,707
Weighted average number of equity shares outstanding for diluted EPS (in nos)	228,318,492	227,515,631
<b>Diluted EPS (INR)</b>	<b>20.89</b>	<b>13.55</b>

### 33. Goodwill

Goodwill is tested for impairment atleast on an annual basis. For the purpose of impairment testing, goodwill is allocated to a Cash Generated Unit (CGU) or group of CGUs expected to benefit from the synergies arising from the business combinations. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Goodwill has been allocated to Digital and Application Services segment.

Goodwill with respect to Digital and Application Services operating segment acquired through acquisitions is further allocated to identified CGUs, mainly pertaining to Retail Consumer Services.

The carrying amount was computed by allocating the net assets to CGU's for the purpose of impairment testing. The recoverable amount is computed based on value-in-use method using a forecast period of 5 years. The value-in-use of respective CGU is based on the future cash flows using a discount rate range of 11.9% - 14.2% (March 31, 2023: 13.0%-16.3%) and 1.50% (March 31, 2023: 1.50%) annual revenue growth rate for periods subsequent to the forecast period of 5 years.

Goodwill movement is given below:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Opening Balance</b>	<b>956</b>	<b>956</b>
Add: Translation differences	-	-
<b>Closing Balance</b>	<b>956</b>	<b>956</b>

In respect of above, no impairment was identified as of March 31, 2024 and March 31, 2023 as the recoverable value of the CGUs exceeded the carrying value. An analysis of the sensitivity to a change in the key parameters (combination of revenue without growth and moderate growth) did not identify any probable scenarios where the CGU's recoverable amount would fall below its carrying amounts.

### 34. Segment information

Segment information has been presented in the Consolidated Financial Statements as permitted by Indian Accounting Standard Ind AS 108, Operating Segments as notified under the Companies (Indian Accounting Standard) Rules, 2015.

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### 35. Business Combination

#### a) Merger of Cynosure Interface Services Private Limited with the Company

The Board of Directors of Zensar Technologies Limited at its meeting held on October 29, 2020 approved the scheme of amalgamation (the "Scheme") which provides for the amalgamation of Cynosure Interface Services Private Limited (Cynosure) (a wholly owned subsidiary of the Company) with the Company under sections 230 to 232 and other applicable provisions of the Act. The Appointed date of the Scheme is April 1, 2021. All the equity shares held by the company in Cynosure shall stand cancelled and extinguished as on the Appointed Date. Accordingly, there will be no issue and allotment of equity shares to the shareholders of the Cynosure upon the Scheme being effective.

The Scheme became effective on 18 May 2022 and with effect from the Appointed Date, Company accounted for the amalgamation of Cynosure in its books of account in accordance with the 'Pooling of Interest Method' laid down by Appendix C of Indian Accounting Standard 103 'Business Combinations' ('Ind AS 103') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and any amendments issued thereunder and in accordance with generally accepted accounting principles. Accordingly, the financial statements of the Company (including comparative period presented in the financial statements) has been restated for the accounting impact of amalgamation as if the amalgamation had occurred from the beginning of the said comparative period.

### 36. Additional disclosures

#### (i) Trade Receivables ageing:

Particulars	Not due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	3,364	4,406	8	0	-	-	7,778
	[6,217]	[992]	[1]	[(1)]	[(1)]	[(0)]	[7,208]
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
Undisputed Trade Receivables – credit impaired	-	3	14	6	25	42	90
	[-]	[9]	[8]	[10]	[9]	[92]	[128]
Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
<b>Total</b>	<b>3,364</b>	<b>4,409</b>	<b>22</b>	<b>6</b>	<b>25</b>	<b>42</b>	<b>7,868</b>
	<b>[6,217]</b>	<b>[1,001]</b>	<b>[9]</b>	<b>[9]</b>	<b>[8]</b>	<b>[92]</b>	<b>[7,336]</b>

Figures in brackets are for previous year i.e. as at March 31, 2023

Details above are computed from the due date of payment

#### (ii) Trade Payables ageing:

Particulars	Accruals	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	22	17	-	-	-	-	39
	[28]	[13]	[(0)]	[(0)]	[(0)]	[0]	[41]

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Particulars	Accruals	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Others	532	51	17	0	2	170	772
	[534]	[17]	[7]	[0]	[4]	[118]	[680]
Disputed dues -MSME	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
Disputed dues - Others	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
<b>Total</b>	<b>554</b>	<b>68</b>	<b>17</b>	<b>0</b>	<b>2</b>	<b>170</b>	<b>811</b>
	[562]	[30]	[7]	[0]	[4]	[118]	[721]

Figures in brackets are for previous year i.e. as at March 31, 2023

Details above are computed from the due date of payment

### (iii) Shares held by promoters at the end of year:

Particulars	No of Shares	% of total Shares	% Change during the year
Swallow Associates LLP	60,586,344	26.73	(0.02)
	[60,586,344]	[26.75]	[(0.03)]
Summit Securities Limited	25,028,127	11.04	(0.01)
	[25,028,127]	[11.05]	[0.01]
Instant Holdings Limited	19,177,651	8.46	(0.01)
	[19,177,646]	[8.47]	[0.05]
Sofreal Mercantrade Private Limited	6,002,920	2.65	-
	[6,002,920]	[2.65]	[0.04]
Chattarpati Apartments LLP	228,500	0.10	-
	[228,500]	[0.10]	[-]
Harsh Vardhan Goenka	149,990	0.07	-
	[149,990]	[0.07]	[-]
STEL Holdings Limited	108,018	0.05	-
	[108,018]	[0.05]	[0.05]
RPG Ventures Limited	161,660	0.07	-
	[161,660]	[0.07]	[0.01]
AVG Family Trust through Trustees, Mr. Harsh Vardhan Goenka And Mr Anant Goenka	10	0	-
	[10]	[0]	[-]
Ishaan Goenka Trust through Trustee, Mr. Harshvardhan Goenka	10	0	-
	[10]	[0]	[-]
Navya Goenka Trust through Trustee, Mr. Harshvardhan Goenka	10	0	-
	[10]	[0]	[-]
RG Family Trust through Trustee, Mr. Harsh Vardhan Goenka And Mr Anant Goenka	10	0	-
	[10]	[0]	[-]
Nucleus Life Trust through Trustee, Mr. Harshvardhan Goenka	5	0	-
	[5]	[0]	[-]
Prism Estates Trust through Trustee, Mr. Harshvardhan Goenka	5	0	-
	[5]	[0]	[-]
Secura India Trust through Trustee, Mr. Harshvardhan Goenka	10	0	-
	[10]	[0]	[0.00]
Stellar Energy Trust through Trustee, Mr. Harshvardhan Goenka	-	-	-
	[-]	[-]	[0.00]
Sudarshan Electronics and TV LTD	-	-	(0.00)
	[-]	[0]	[-]

Figures in brackets are for previous year i.e. as at March 31, 2023

## Notes to the Standalone Financial Statements

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(All amounts in INR Million unless otherwise stated)

### (iv) Capital work-in-progress Ageing:

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	43	-	-	-	43
	[-]	[-]	[-]	[-]	[-]

Figures in brackets are for previous year i.e. as at March 31, 2023

### (v) Accounting Ratios

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	% Change
Current Ratio	5.02	5.20	(3.47%)
Debt Equity Ratio	Not applicable	Not applicable	Not applicable
Debt Service Coverage Ratio	Not applicable	Not applicable	Not applicable
Return on Equity Ratio	19.14%	14.07%	36.08%*
Inventory Turnover ratio	Not applicable	Not applicable	Not applicable
Trade Receivable turnover ratio	2.69	2.21	21.91%
Trade payable turnover ratio	2.20	2.03	8.13%
Net capital turnover ratio	1.47	1.32	10.76%
Net profit ratio	23.62%	16.91%	39.67%*
Return on capital employed	26.98%	20.30%	32.91%*
Return on investment	7.66%	5.67%	35.10%*

#increased profit has resulted in an improvement in ratio

\*increased ROI is due to efficient investment strategy of surplus fund and better market return on investment

### Formula used for calculation of accounting ratios

Ratios	Formula
Current Ratio	Total current assets divided by Total current liabilities
Debt Equity Ratio	Total Debt (aggregate of long-term borrowings, short term borrowings and current maturity of long-term borrowings), divided by Total equity
Debt Service Coverage Ratio	(Profit before tax plus Depreciation, amortisation and impairment expense, interest expenses and Profit /(Loss) on sale of fixed assets (net)), divided by Total debt plus interest payable
Return on Equity Ratio	Profit after tax divided by average of opening and closing value of Total equity
Inventory Turnover ratio	(Consumption of spare parts for computer hardware and maintenance contracts plus Changes in inventories) divided by average of opening and closing value of Inventory
Trade Receivable turnover ratio	Revenue from operations divided by average of opening and closing value of Trade receivables
Trade payable turnover ratio	(Purchase of traded goods plus Consumption of spare parts for computer hardware and maintenance contracts plus Changes in inventories plus Subcontracting costs plus Other expenses except for Expenditure towards Corporate social responsibility, Allowance for doubtful trade receivables, Allowance for doubtful loans, advances and deposits, Director fees and Director commission) divided by average of opening and closing value of Trade payables
Net capital turnover ratio	Revenue from operations divided by average of closing and opening working capital. Working capital is current assets less current liabilities.
Net profit ratio	Profit after tax divided by Revenue from operations
Return on capital employed	Profit before tax plus interest expenses divided by average of opening and closing value of Capital employed. Capital employed is Total equity less Intangible assets add Deferred tax liability.
Return on investment	Income generated from invested funds / time weighted average investment

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### (vi) Registration of charges or satisfaction with Registrar of Companies

The Company does not have any outstanding borrowings as at 31 March 2024 and 31 March 2023. However, as per the records available on the Registrar of Companies (RoC) portal, the below charges which were created by the Company in earlier years (more than 25 years back) for borrowings availed are still appearing as unsatisfied. The Company is in the process of obtaining no-dues certificates/ other relevant documents from the respective lenders for taking the required action.

Charge holder name	Amount	Charge holder name	Amount
Bank of India	1	State Bank of India	31
Bank of India	5	State Bank of India	37
Bank of Maharashtra	38	State Bank of India	4
Citibank N.A.	0	State Bank of India	7
General Insurance Corporation of India	4	State Bank of India	6
Indian Overseas Bank	38	State Bank of India	2
Indian Overseas Bank	57	State Bank of India	30
Indian Overseas Bank	56	State Bank of India	6
The Industrial Credit and Investment	7	State Bank of Travancore	30
The Industrial Credit and Investment Company of India Limited	4	State Bank of Travancore	17
Industrial Development Bank of India	4	Union Bank of India	17
Life Insurance Corporation of India	4	Union Bank of India	30
State Bank of India	20	United Bank of India	10

**37.** No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## Notes to the Standalone Financial Statements

as at and for the Year ended March 31, 2024

(All amounts in INR Million unless otherwise stated)

### 38. Data Back up in ERP system

The company was using legacy ERP (on premise) system till September 30,2023 and from October 1, 2023, the company has migrated to new ERP (cloud-based system), an advanced ERP system. For legacy ERP system the back-ups were happening on daily basis and stored on servers within the Company. Weekly full back ups are happening in the new ERP system as per the audit report provided by the service organization.

### 39. Audit Trail

The Company was using legacy ERP (on premise) system till September 30,2023 and from October 1, 2023, the company has migrated to new ERP (cloud-based system), an advanced ERP system. The Company had enabled most of the logs in these ERP systems. However, since the new system has been implemented from October 1, 2023, which is under hyper care period (stabilization) period audit trails were not enabled from October 1, 2023, to March 19, 2024. Post stabilization of the system necessary audit logs have been enabled. However, since this is an evolving scenario, the Company is also evaluating and incorporating necessary changes as per requirements including updations of master data and changes at the underlying database level.

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date

#### For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No:324982E/E300003

#### per Tridevlal Khandelwal

Partner

Membership No: 501160

Place: Mumbai

Date: April 25, 2024

For and on behalf of the Board of Directors of

**Zensar Technologies Limited**

#### H.V. Goenka

Chairman

DIN: 00026726

Place: Mumbai

Date: April 25, 2024

#### Manish Tandon

CEO and Managing Director

DIN: 07559939

#### Gaurav Tongia

Company Secretary



# Independent Auditor's Report

To the Members of Zensar Technologies Limited

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of Zensar Technologies Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2024, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the

Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

### Key audit matters

#### Revenue recognition (as described in Notes 2.1(a) and 3 (a) to the consolidated financial statements)

The Group engages into various contracts for software development, and maintenance of software/hardware and related services. The contracts with customer's have defined delivery milestones with agreed scope of work and pricing for each milestone based on the nature of service. On the basis of scope of work and terms, the pricing arrangement of these contracts is time and material and/or fixed price.

### How our audit addressed the key audit matter

Our audit procedures include the following:

1. Obtained the understanding of the processes, systems and the controls implemented by the Group for recording and computing revenue and the associated contract assets and unearned revenue; and assessed the appropriateness of accounting policy with Ind AS 115.
2. Tested the design and operating effectiveness of management's key internal financial controls around revenue recognition;

### Key audit matters

Revenue from fixed price, where the performance obligation is satisfied over a period of time has been recognised using the percentage of completion computed as per the input method based on Group's estimate of total contract costs. Use of percentage -of-completion method requires the determination the actual efforts or costs expended to date as proportion of estimated total efforts or costs to be incurred.

Revenue from time and material contracts is recognised basis the time spent by employee/vendors on a contract as approved by the project manager. Such services are recognised as and when the services are rendered and/or approved by the customers.

We identified revenue recognition as a key audit matter since:

- There is an inherent and presumed fraud risk around the revenue recognition considering application of revenue recognition standard is complex and involves number of key judgements and estimates mainly in identifying performance obligations, related transaction price (including estimates of variable consideration) and estimating the future cost to completion of the fixed price contracts, which is used to determine the percentage of completion of the relevant performance obligation;
- Time and material contracts are billed basis approval of effort estimate by project manager and also through customer acceptances in certain cases; and
- At year end, significant amount of unbilled revenue related to these contracts are recognised on the balance sheet.

### Impairment assessment of Goodwill (as described in Notes 2.1(f), 3(e) and 30 to the consolidated financial statements)

As at March 31, 2024, the group has the goodwill of INR 7,563 million pertaining to various business combinations which took place in the past. The carrying value of goodwill is tested annually for impairment using discounted cash flow models of recoverable value compared to the carrying value of assets. A deficit between recoverable value and carrying value would result in impairment. Determination of recoverable amount is complex and typically requires a high level of judgment, taking into account different geographies in which the Group operates.

The key assumptions to the impairment testing model includes:

- Projected revenue growth, operating margins and operating cash flows during the forecasted period,
- Long-term growth rate beyond explicit forecast period and in perpetuity; and
- Discount rate used

Due to the inherent uncertainty associated with these assumptions and because of the materiality of the balance to the Consolidated financial statements of the Group, the matter is considered a key audit matter.

### How our audit addressed the key audit matter

3. Tested sample revenue contracts and performed the following procedures to assess whether revenue is appropriately recognised as per principles of Ind AS 115 :

- Evaluated management's assessment with respect to identification of performance obligation;
  - Agreed the transaction price to the underlying contracts;
  - In case of time and material type contract, tested samples to verify whether revenue has been correctly recorded based on approved effort estimate by project manager and where applicable, is backed by customer acceptances wherever revenue is invoiced to the customer;
  - In respect of fixed price type contracts, tested samples to verify whether management has appropriately accrued revenue as per milestones defined in the contract with necessary approvals and the estimated cost to complete the contract is appropriate;
  - Assessed aging of unbilled revenue as on the balance sheet date and in case of aged items obtained reasons for delays if any and expected timelines for invoicing of the same.
  - Performed analytical procedures on unbilled revenue and customer margin's and obtained reasons for significant variations in customer margins as compared to contracted margin if any.
4. Obtained and read the disclosures made in the consolidated financial statements.

Our audit procedures include the following:

1. Assessed Group's evaluation of identification of cash-generating unit's (CGU) and allocation of goodwill to the respective CGUs.
2. Tested design and operating effectiveness of management's key internal controls over the impairment assessment process.
3. Involved our specialists who evaluated the appropriateness of the model used and assessed the key assumptions of the cash flow forecasts including discount rates and terminal growth rates used; in consideration of current and estimated future economic conditions.
4. Compared previous forecasts to actual results for the past two financial years to assess the historical accuracy of the forecasting process.
5. Analyzed the consistency of cash flow forecasts with estimates presented to the Board as part of the Budgeting process.
6. Assessed recoverable value headroom by performing sensitivity analysis of key assumptions.
7. Tested the arithmetic accuracy of the models.
8. Obtained and read the disclosures made in the consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>Migration to a new information technology (IT) system during the year</b>	<b>Our audit procedures performed with the assistance of our IT specialists included:</b>
The Group used Oracle EBS as its primary ERP which was upgraded to Oracle Fusion in October 2023. The Group's financial accounting and reporting systems are highly dependent on the effective working of their IT systems. The changes in IT systems represent a financial reporting risk as controls and processes that have been established and embedded over a number of years are likely to be revisited. The audit approach relies on the effectiveness of automated controls of these applications and controls around interface of systems. While transitioning to the new IT system, robustness of IT general and application controls is critical to assess that changes to applications and underlying data are made in an appropriate manner. Accordingly, we have identified the migration as a key audit matter.	<ol style="list-style-type: none"> <li>1. Obtained an understanding of the changes in the IT environment, IT Infrastructure and the ERP system.</li> <li>2. Obtained an understanding of the process followed by the Company for implementing the new IT system- Oracle Fusion; and migration of data from erstwhile Oracle EBS to Oracle Fusion.</li> <li>3. Tested IT general controls related to User and Application controls, Change Management Controls, Data backup and Audit Trail. Tested the design and operating effectiveness of the IT General Controls (ITGCs) and business processes post migration (both automated and manual) of Oracle Fusion, evaluated the impact of results in planning our audit procedures, and communicated any identified deficiencies to the management including those charged with governance.</li> <li>4. Performed testing on a combination of compensating controls or remediated controls and /or performed alternative audit procedures, wherever necessary.</li> <li>5. In relation to the system migration, evaluated the design and tested the controls specifically established over the implementation of Oracle Fusion.</li> <li>6. Performed independent verification of the data migration and reconciliation between Oracle EBS and Oracle Fusion for a sample of general ledger and sub-ledgers to confirm completeness and accuracy.</li> </ol>

### Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when its become available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

### Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated

financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in

the Group are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a

material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit, there are no qualifications or



adverse remarks in the Companies (Auditor's Report) Order (CARO) reports of the companies incorporated in India and included in the consolidated financial statements. Accordingly, the requirement to report on clause 3 (xxi) of the Order is not applicable to the Holding Company.

2. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books, except a ) that with respect to the Holding Company and a subsidiary incorporated in India, the back-up of books of account was kept by the service provider in servers physically located in India at least on a weekly basis for the period beginning October 1, 2023 till March 31, 2024 as more fully explained in Note 40(v) to the consolidated financial statements; and b) for the matters stated in the paragraph i(vi) below on reporting under Rule 11(g);
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary company, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated respectively in paragraph (b) above

on reporting under Section 143(3)(b) of the Act and paragraph (i)(vi) below on reporting under Rule 11(g).

- (g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure " to this report;
- (h) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Holding Company and its subsidiary incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group has disclosed the impact of pending litigations on its consolidated financial position in its consolidated financial statements – Refer Note 31 to the consolidated financial statements;
  - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary, incorporated in India during the year ended March 31, 2024;
  - iv. a) The respective managements of the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us respectively that, to the best of its knowledge and belief, as disclosed in the note 39 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or the subsidiary to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary

shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or the subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The respective managements of the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us respectively that, to the best of its knowledge and belief, as disclosed in the note 39 to the consolidated financial statements, no funds have been received by the respective Holding Company or the subsidiary from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or the subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v) The final dividend paid by the Holding Company incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid during the year by the Holding Company incorporated in India and until the date of the respective

audit reports of such Holding Company is in accordance with section 123 of the Act.

As stated in note 10(a)(ii) to the consolidated financial statements, the respective Board of Directors of the Holding Company incorporated in India have proposed final dividend for the year which is subject to the approval of the members of the Holding Company at the respective ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi) The Group has migrated to a new accounting software from legacy accounting software during the year. Based on our examination which included test checks, and as explained in note 40(vi) to the consolidated financial statements, the Holding Company and its subsidiary incorporated in India have used accounting software for maintaining the books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, the audit trail did not operate throughout the year for certain relevant transactions including master data in regard to both the accounting software; and the underlying database in legacy accounting software. Further, in the absence of sufficient information relating to underlying database of new accounting software in the audit report provided by the service organisation, we are unable to assess whether the audit trail feature has operated throughout the year.

Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of both the accounting software for the part which was operating throughout the year.

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**per Tridevjal Khandelwal**

Partner

Membership Number: 501160

UDIN: 24501160BKFYA8179

Place of Signature: Mumbai

Date: April 25, 2024



## Annexure to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Zensar Technologies Limited

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Zensar Technologies Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary which are companies incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference

to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

### Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Holding Company and its subsidiary, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such

internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**per Tridevjal Khandelwal**

Partner

Membership Number: 501160

UDIN: 24501160BKFVYA8179

Place of Signature: Mumbai

Date: April 25, 2024

# Consolidated Balance Sheet

as at March 31, 2024

(All amounts in INR Million, unless otherwise stated)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
<b>Assets</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	4	811	1,122
(b) Right of use assets	32	1,427	2,140
(c) Capital work-in-progress	4(a)	52	0
(d) Goodwill	30	7,563	7,454
(e) Other intangible assets	5	540	1,019
(f) Financial assets			
i. Investments	6(a)	7,577	4,477
ii. Other financial assets	6(f)	1,075	495
(g) Income tax assets (net)	16(a)	341	294
(h) Deferred tax assets (net)	7	1,099	958
(i) Other non-current assets	8	52	67
<b>Total non-current assets</b>		<b>20,537</b>	<b>18,026</b>
<b>Current assets</b>			
(a) Financial assets			
i. Investments	6(b)	6,506	4,509
ii. Trade receivables	6(c)	7,320	7,298
iii. Cash and cash equivalents	6(d)	4,432	4,744
iv. Other balances with banks	6(e)	2,809	2,536
v. Other financial assets	6(g)	3,527	2,859
(b) Other current assets	9	1,347	1,238
<b>Total current assets</b>		<b>25,941</b>	<b>23,184</b>
<b>Total assets</b>		<b>46,478</b>	<b>41,210</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
(a) Equity share capital	10(a)	453	453
(b) Other equity			
i. Reserves and surplus	10(b)	34,067	28,531
ii. Other components of equity	10(d)	1,099	778
<b>Total equity</b>		<b>35,619</b>	<b>29,762</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
i. Trade payables	12	129	-
ii. Lease liabilities	11(b)	1,228	1,904
iii. Other financial liabilities	11(a)	355	423
(b) Provisions	13	48	42
(c) Employee benefit Obligations	14	559	497
<b>Total non-current liabilities</b>		<b>2,319</b>	<b>2,866</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
i. Lease liabilities	11(b)	637	826
ii. Trade payables			
- Total outstanding dues of micro and small enterprises	12	41	43
- Total outstanding dues of creditors other than micro and small enterprises	12	3,054	2,729
iii. Other financial liabilities	11(a)	2,114	2,134
(b) Employee benefit obligations	14	518	506
(c) Other current liabilities	15	1,691	1,828
(d) Income tax liabilities (net)	16(a)	485	516
<b>Total current liabilities</b>		<b>8,540</b>	<b>8,582</b>
<b>Total equity and liabilities</b>		<b>46,478</b>	<b>41,210</b>

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration No:324982E/E300003

**per Tridevlal Khandelwal**

Partner

Membership No: 501160

For and on behalf of the Board of Directors of

**Zensar Technologies Limited****H.V. Goenka**

Chairman

DIN: 00026726

**Sachin Zute**

Chief Financial Officer

**Manish Tandon**

CEO and Managing Director

DIN: 07559939

**Gaurav Tongia**

Company Secretary

Place: Mumbai

Date: April 25, 2024

Place: Mumbai

Date: April 25, 2024

# Consolidated Statement of Profit and Loss

for year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Income</b>			
(a) Revenue from operations	17	49,019	48,482
(b) Other income (net)	18	1,588	1,028
<b>Total income</b>		<b>50,607</b>	<b>49,510</b>
<b>Expenses</b>			
(a) Purchase of traded goods		74	1,322
(b) Employee benefits expense	19	31,017	31,230
(c) Subcontracting costs		6,085	7,055
(d) Finance costs	20	209	279
(e) Depreciation and amortisation expense	21	1,338	1,830
(f) Other expenses	22	3,126	3,353
<b>Total expenses</b>		<b>41,849</b>	<b>45,069</b>
<b>Profit before tax</b>		<b>8,758</b>	<b>4,441</b>
<b>Tax expense</b>	24		
(a) Current tax		2,262	1,567
(b) Deferred tax		(154)	(402)
<b>Total tax expense</b>		<b>2,108</b>	<b>1,165</b>
<b>Profit for the year</b>		<b>6,650</b>	<b>3,276</b>
<b>Other comprehensive income</b>			
<b>I) (a) Items that will not be reclassified to profit or loss</b>			
- Remeasurements of defined employee benefit plans - gain / (loss)	14(i)	(67)	134
- Equity instruments through other comprehensive income - gain / (loss)	10(d)	6	21
(b) Income tax relating to items that will not be reclassified to profit or loss - gain / (loss)	24(iii)	17	(34)
		<b>(44)</b>	<b>121</b>
<b>II) (a) Items that will be reclassified to profit or loss</b>			
- Effective portion of gain / (loss) on designated portion of hedging instruments in a cash flow hedge (net)	10(d)	93	19
- Exchange differences in translating the financial statements of foreign operations - gain / (loss)	10(d)	192	470
(b) Income tax relating to items that will be reclassified to profit or loss - gain / (loss)	10(d)	(23)	(9)
		<b>262</b>	<b>480</b>
<b>Other comprehensive income for the year, net of tax</b>		<b>218</b>	<b>601</b>
<b>Total comprehensive income for the year</b>		<b>6,868</b>	<b>3,877</b>
<b>Profit for the year attributable to:</b>			
- Owners of the Company		6,650	3,276
		<b>6,650</b>	<b>3,276</b>
<b>Other comprehensive income attributable to:</b>			
- Owners of the Company		218	601
		<b>218</b>	<b>601</b>
<b>Total comprehensive income attributable to:</b>			
- Owners of the Company		6,868	3,877
		<b>6,868</b>	<b>3,877</b>
<b>Earnings per equity share [Face value INR 2] in INR</b>	33		
- Basic		29.36	14.47
- Diluted		29.13	14.40

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration No:324982E/E300003

**per Tridevlal Khandelwal**

Partner

Membership No: 501160

For and on behalf of the Board of Directors of

**Zensar Technologies Limited****H.V. Goenka**

Chairman

DIN: 00026726

**Sachin Zute**

Chief Financial Officer

**Manish Tandon**

CEO and Managing Director

DIN: 07559939

**Gaurav Tongia**

Company Secretary

Place: Mumbai

Date: April 25, 2024

Place: Mumbai

Date: April 25, 2024

# Consolidated Statement of Changes in Equity

(All amounts in INR Million, unless otherwise stated)

## Equity share capital

	Changes in equity share capital during the year	Balance as at March 31, 2023
Balance as at April 1, 2022	1	453
Balance as at April 1, 2023	0	453

Particulars	Reserves & surplus						Other comprehensive income				Owners equity
	Capital redemption reserve	Share based payment reserve	Retained earnings	Securities premium	General reserve	Special economic zone re-investment reserve	Effective portion of cash flow hedges	Instruments through Comprehensive Income	Equity Instruments through Other Comprehensive Income	Foreign currency translation reserve	
<b>Balance as at April 1, 2022</b>	44	225	14,172	417	10,694	588	(27)	(79)	384	26,417	
Profit for the year	-	-	3,276	-	-	-	-	-	-	3,276	
Other comprehensive income for the year (net)	-	-	100	-	-	-	10	21	470	601	
<b>Total comprehensive income for the year</b>	-	-	<b>3,376</b>	-	-	-	<b>10</b>	<b>21</b>	<b>470</b>	<b>3,877</b>	
<b>Transaction with owners in their capacity as owners:</b>											
Dividends paid	-	-	(1,132)	-	-	-	-	-	-	(1,132)	
Employees Share Based Payment expense (net)	-	143	-	-	-	-	-	-	-	143	
Transferred to retained earnings on cancellation of vested stock options	-	(121)	121	-	-	-	-	-	-	-	
Transferred to securities premium on exercise of stock options	-	(41)	-	41	-	-	-	-	-	-	
Received on exercise of stock options	-	-	-	4	-	-	-	-	-	4	
Utilisation of special economic zone re-investment reserve	-	-	156	-	-	(156)	-	-	-	-	
<b>Balance as at March 31, 2023</b>	44	206	16,693	462	10,694	432	(17)	(59)	854	29,309	
Profit for the year	-	-	6,650	-	-	-	-	-	-	6,650	
Other comprehensive income for the year (net)	-	-	(50)	-	-	-	70	6	192	218	
<b>Total comprehensive income for the year</b>	-	-	<b>6,600</b>	-	-	-	<b>70</b>	<b>6</b>	<b>192</b>	<b>6,868</b>	

# Consolidated Statement of Changes in Equity

(All amounts in INR Million, unless otherwise stated)

Particulars	Reserves & surplus						Other comprehensive income				Owners equity
	Capital redemption reserve	Share based payment reserve	Retained earnings	Securities premium	General reserve	Special economic zone re-investment reserve	Effective portion of cash flow hedges	Instruments through Comprehensive Income	Equity Instruments through Other Comprehensive Income	Foreign currency translation reserve	
<b>Transaction with owners in their capacity as owners:</b>											
Dividends paid	-	-	(1,246)	-	-	-	-	-	-	(1,246)	
Employees Share Based Payment expense (net)	-	234	-	-	-	-	-	-	-	234	
Transferred to retained earnings on cancellation of vested stock options	-	(15)	15	-	-	-	-	-	-	-	
Transferred to securities premium on exercise of stock options	-	(69)	-	69	-	-	-	-	-	-	
Received on exercise of stock options	-	-	-	1	-	-	-	-	-	1	
Transferred to retained earnings from equity instruments through other comprehensive income	-	-	(53)	-	-	-	-	53	-	-	
Utilisation of special economic zone re-investment reserve	-	-	40	-	-	(40)	-	-	-	-	
<b>Balance as at March 31, 2024</b>	44	356	22,049	532	10,694	392	53	-	1,046	35,166	

The accompanying notes form an integral part of the consolidated financial statements  
As per our report of even date

## For S R B C & CO LLP

Chartered Accountants  
ICAI Firm Registration No:324982E/E300003

For and on behalf of the Board of Directors of  
Zensar Technologies Limited

## per Tridevial Khandelwal

Partner  
Membership No: 501160

H.V. Goenka  
Chairman  
DIN: 00026726

## Sachin Zute

Chief Financial Officer  
Place: Mumbai  
Date: April 25, 2024

Manish Tandon  
CEO and Managing Director  
DIN: 07559939

Gaurav Tongia  
Company Secretary



# Consolidated Statement of Cash Flows

for year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Cash flow from operating activities</b>		
Profit before tax	8,758	4,441
<b>Adjustments for:</b>		
Depreciation and amortisation expense	1,338	1,830
Employee share based payment expense	234	143
Profit on sale of investments (mutual funds)	(58)	(137)
Changes in fair value of financial assets/liabilities measured at fair value through profit and loss	(245)	15
Income on financial assets measured at amoritsed cost	(115)	(12)
Interest income	(903)	(405)
Interest expense	191	258
(Profit) / loss on sale of property, plant and equipment and intangible assets (net)	4	(21)
Provision for doubtful debts and advances (net)	(43)	54
Bad debts written off	46	10
Provision no longer required and credit balances written back	(81)	(3)
Unrealised exchange (gain) / loss (net)	102	(218)
<b>Operating profit before working capital changes</b>	<b>9,228</b>	<b>5,955</b>
<b>Change in assets and liabilities</b>		
(Increase)/decrease in trade receivables and unbilled revenues	(747)	903
(Increase)/ decrease in other assets	(64)	388
Increase/ (decrease) in trade payables, other liabilities and provisions	244	735
Increase/ (decrease) in employee benefit obligations	87	87
<b>Cash generated from operating activities</b>	<b>8,748</b>	<b>8,068</b>
Income taxes paid (net)	(2,327)	(925)
<b>Net cash generated from operating activities (A)</b>	<b>6,421</b>	<b>7,143</b>
<b>Cash flow from investing activities</b>		
Purchases of property, plant and equipment and intangible assets	(164)	(368)
Payment of earnout consideration	-	(420)
Settlement received from earlier business combinations	65	-
Disposal of investments	6	32
Proceeds from sale of property, plant and equipment	13	34
Fixed deposits placed	(3,250)	(3,409)
Fixed deposits redeemed	2,722	4,092
Purchase of mutual funds and other investments	(20,036)	(24,254)
Proceeds from sale/ redemption of mutual funds and other investments	15,264	18,722
Interest income received	629	296
<b>Net cash used in investing activities (B)</b>	<b>(4,751)</b>	<b>(5,275)</b>
<b>Cash flow from financing activities</b>		
Proceeds from issue of equity shares	1	4
Dividend on equity shares	(1,246)	(1,132)
Interest paid	(27)	(36)
Payment of lease liabilities	(699)	(1,022)
<b>Net cash used in financing activities (C)</b>	<b>(1,971)</b>	<b>(2,186)</b>
Effect of exchange differences on translation of cash and cash equivalents (D)	(11)	8
<b>Net increase/(decrease) in cash and cash equivalents (E) = (A+B+C+D)</b>	<b>(312)</b>	<b>(310)</b>
Cash and cash equivalents at the beginning of the year (F)	4,744	5,054
<b>Cash and cash equivalents at the end of the year (G) = (E+F)</b>	<b>4,432</b>	<b>4,744</b>

# Consolidated Statement of Cash Flows

for year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

## Notes:

Cash and cash equivalents (refer note 6(d))

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	0	0
Funds in transit	-	312
Balances with Banks :		
- In current accounts	2,283	2,618
- Deposits having original maturity of less than three months	2,149	1,814
<b>Total</b>	<b>4,432</b>	<b>4,744</b>

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

## For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No:324982E/E300003

## per Tridevlal Khandelwal

Partner

Membership No: 501160

For and on behalf of the Board of Directors of

**Zensar Technologies Limited**

## H.V. Goenka

Chairman

DIN: 00026726

## Sachin Zute

Chief Financial Officer

Place: Mumbai

Date: April 25, 2024

## Manish Tandon

CEO and Managing Director

DIN: 07559939

## Gaurav Tongia

Company Secretary

Place: Mumbai

Date: April 25, 2024

# Notes forming part of the Consolidated Financial Statements

as at and for the year ended March 31, 2024

## 1. Corporate Information

Zensar Technologies Limited ("Company" or "the parent company") is a public limited company incorporated and domiciled in India and has registered office at Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar Road, Pune, Maharashtra, India. The Company is listed on BSE Limited and National Stock Exchange of India Limited. The Company along with its subsidiaries (together hereinafter referred to as "the Group") are engaged in providing a complete range of IT Services and Solutions. The Group's industry expertise spans across Manufacturing, Retail, Media, Banking, Insurance, Healthcare and Utilities.

The Board of Directors approved the consolidated financial statements for the year ended March 31 2024 and authorized for issue on April 25, 2024.

The consolidated financial statements are presented in INR and all amounts disclosed in the financial statements have been rounded off to nearest Million, unless otherwise stated. Amounts less than INR 0.5 Million are reported as "0".

## 2. Basis of preparation

### Statement of Compliance:

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, presentation requirements of Division II of Schedule III to the Act as applicable to the consolidated financial statements and other relevant provisions of the Act.

### i. Historical cost convention:

These consolidated financial statements have been prepared on historical cost basis and on an accrual basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value for measurement and/or disclosure purpose in these consolidated financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS

102 Share-based Payments, leasing transactions that are within the scope of Ind AS 116 Leases, and measurements that have some similarities to fair value but are not fair value, such as 'value in use', in Ind AS 36 Impairment of assets.

### ii. Current versus Non-current classification:

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and services and their settlement in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

### iii. Principles of consolidation:

The consolidated financial statements comprise the financial statements of Zensar Technologies Limited and its subsidiaries. The Company consolidates all entities which are controlled by it.

The Group establishes control when; it has power over the entity, is exposed or has rights to variable returns from its involvement with the entity and has ability to affect the entity's returns by using its power over the entity. The Group re-assesses whether or not it controls an entity if facts and circumstances indicate that there are changes to these control elements. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate.

The financial statements of the Group companies are consolidated on a line-by-line basis and intragroup balances, transactions including unrealized gain / loss from such transactions and cash flows are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded.

The difference between the fair value of consideration received from disposal of investment in subsidiary and the carrying amount of its assets (including goodwill) less liabilities as on the date of disposal along with cost of sell is recognised in

# Notes forming part of the Consolidated Financial Statements

as at and for the year ended March 31, 2024

the consolidated statement of profit and loss being the profit or loss on such disposal of investment in subsidiary. In addition, any amounts previously recognised in the other comprehensive income are re-classified to the statement of profit and loss.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Group.

### iv. Functional currency:

The functional currency of the Company and its Indian subsidiary is the Indian Rupee ("INR"). The functional currency of each foreign subsidiary is the currency of the primary economic environment in which the entity operates.

## 2.1 Material accounting policy information

### a) Revenue Recognition:

The Group derives revenue from information technology services, maintenance of software/hardware and related services, sale of software licenses. These include revenue earned from services rendered on 'time and material' basis, time bound fixed price engagements and fixed price development contracts.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expect to receive in exchange for those products or services. Revenue is measured based on transaction price, which is the consideration, net of indirect taxes, discounts, rebates, credits, price concessions, incentives, performance bonuses, penalties, or other similar items.

Revenue from time and material contracts is recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue.

Revenue from fixed price maintenance contracts is recognised based on the right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered. If invoicing is not consistent with value

delivered, revenue is recognized as the services are performed. When services are performed through an indefinite number of repetitive acts over a specified period, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the manner in which services are performed.

Revenue on fixed price development contracts is recognised using the 'percentage of completion' method of accounting, unless work completed cannot be reasonably estimated. Percentage of completion is determined based on project effort expended to date as a percentage of total estimated project effort required to complete the project. The effort expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Group does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the consolidated statement of profit and loss in the period in which such losses become probable based on the current contract estimates.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

The solutions offered by the Group may include supply of third party equipment or software. In such cases, revenue for supply of such third party products are recorded at gross or net basis depending on whether the Group is acting as the principal or as an agent of the customer. The Group recognizes gross amount of consideration as revenue when it is acting as a principal and net amount of consideration as revenue when it is acting as an agent.

Contracts assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue for time and material and fixed price maintenance contracts, when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Invoicing to the clients for other fixed-price contracts is based on milestones as defined in the contract and, therefore, the

# Notes forming part of the Consolidated Financial Statements

as at and for the year ended March 31, 2024

timing of revenue recognition is different from the timing of invoicing to the customers. The right to consideration in such cases depends on completion of contractual milestones.

Contract liability ("Unearned revenue") arises when there are billing in excess of revenue.

In arrangements for hardware and software implementation and integration, related services and maintenance services, the Group has applied the guidance in Ind AS 115, by applying the revenue recognition criteria for each distinct performance obligation.

Revenue recognition for delivered elements is limited to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer specified return or refund privileges.

Revenue from licenses where the customer obtains a 'right to use' the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a 'right to access' is recognized over the access period. The Group has applied the principles of Ind AS 115 to account for revenues for these performance obligations.

The Group accounts for volume discount and pricing incentives to customers as a reduction based on ratable allocation of the discounts/ incentives amount to each of the underlying performance obligation that corresponds to the progress made by the customer towards earning the discount/ incentive. Also, when the level of discount varies with increases in levels of revenue transactions, the Group recognises the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognised until the payment is probable or the amount can be estimated reliably. The Group recognises changes in the estimated amount of obligations for discounts in the period in which the change occurs.

The Group disaggregates revenue from contracts with customers by nature of services, geography and industry verticals.

## b) Income Tax:

### i. Current Income Tax:

Tax expense comprises of current tax and deferred tax. The tax rates and tax laws used to compute the current tax amount are those that are applicable for the reporting period. Current tax is measured at the amount expected to be paid to / recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemptions in accordance with the local tax laws existing in the respective countries.

Current and deferred tax are recognised in the consolidated statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognized in other comprehensive income or directly in equity, respectively.

Income tax assets and income tax liabilities are presented in the consolidated statement of financial position after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit has a legally enforceable right and intends to settle the asset and liability on a net basis.

### ii. Deferred Tax:

Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences respectively arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction and does not give rise to equal taxable and deductible temporary differences.

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

# Notes forming part of the Consolidated Financial Statements

as at and for the year ended March 31, 2024

Deferred tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with undistributed earnings of subsidiaries and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Group offsets deferred tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

## c) Leases:

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group assesses whether a contract contains a lease, at inception of a contract. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (1) the contract involves the use of an identified asset (2) the group has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the group has the right to direct the use of the asset.

### Group as a lessee:

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-

term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cashflows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU asset are separately presented in the Balance Sheet and lease payments are classified as cash flows used in financing activities.

### Group as a lessor:

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a



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straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 "Revenue from Contracts with Customers" to allocate the consideration in the contract.

## d) Foreign Currency Translation:

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated at the exchange rate prevailing on the reporting date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not restated.

Assets and liabilities of entities with functional currency other than the functional currency of the Group have been translated using exchange rates prevailing on the reporting date. Statement of profit and loss of such entities has been translated using weighted average exchange rates. Such translation adjustments have been recognised in Other Comprehensive Income (OCI). On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in the statement of profit and loss.

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction

is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

Goodwill and fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

## e) Business Combinations:

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of acquisition date fair values of the assets transferred by the Group, liabilities, including contingent liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are generally recognized in the statement of profit and loss as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

Intangible assets acquired in business combination are measured at fair value as of the date of acquisition less accumulated amortisation and accumulated impairment losses, if any.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

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When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

When the consideration transferred by the group in a business combination includes assets or liabilities resulting from a contingent arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with Ind AS 109 Financial Instruments or Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets, with the corresponding gain or loss being recognised in the statement of profit and loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

## f) Impairment of non-financial assets:

### Property, plant and equipment:

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

## Goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows.

The Group estimates the value-in-use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the CGU's represent the weighted average cost of capital based on the historical market returns.

## g) Cash and Cash Equivalents:

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

## h) Investments, other financial assets and financial liabilities:

### i. Initial recognition and measurement

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. All financial assets are recognised initially at fair value

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plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

The Group intends to hold its investment in open ended target maturity funds till maturity. It may be noted that these funds have a pre-determined maturity date. These funds follow a passive buy and hold strategy; in which the existing underlying investment bonds are expected to be held till maturity unless sold for meeting redemptions or rebalancing requirements as stated in the scheme document. In our view, such strategy mitigates intermittent price volatility in open ended target maturity funds' underlying investments; and investors who remain invested until maturity are expected to mitigate the market/volatility risk to a large extent. Based on this, the Group believes that the investments in open ended target maturity funds meet the requirements of SPPI (solely payments of principal and interest) test as per the requirements of Ind AS 109.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, financial liabilities at amortised cost or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group's financial liabilities include trade and other payables, and derivative financial instruments.

## ii. Subsequent Measurement:

### Financial assets carried at amortized cost:

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial assets at fair value through other comprehensive income (FVTOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

### Financial assets at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

### Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest rate method or at FVTPL. For financial liabilities carried at amortised cost, the carrying amounts approximate fair values due to the short term maturities of these instruments. Financial liabilities are classified

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as at FVTPL when the financial liability is either contingent consideration recognised in a business combination, or it is designated as FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in the statement of profit and loss.

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

## iii. Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group retains substantially all the risk and rewards of transferred financial assets, the Group continues to recognize the financial asset and also recognizes the borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

## iv. Impairment of financial assets (other than at fair value):

The Group assesses at each reporting date whether a financial asset or a group of financial assets and contract assets (unbilled revenue) is impaired. The Group recognizes loss allowances, in accordance with IND AS 109, using the expected credit loss (ECL) model for the financial assets which are not fair

valued through profit or loss. Loss allowance for trade receivables and unbilled revenue with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain or loss in the statement of profit and loss.

## i) Interest and Dividend income:

Dividend income is recorded when the right to receive payment is established. Interest income is recognized using the effective interest method.

## j) Derivatives and hedging activities:

The Group designates certain foreign exchange forward, currency options and futures contracts as hedge instruments in respect of foreign exchange risks. These hedges are accounted for as cash flow hedges/fair value hedges, as applicable.

The Group uses hedging instruments that are governed by the policies of the Group which are approved by their respective Board of Directors. The policies provide written principles on the use of such financial derivatives consistent with the risk management strategy of the Group and its subsidiaries. The Group enters into derivative financial instruments where the counterparty is primarily a bank.

The hedge instruments are designated and documented as hedges at the inception of the contract. The Group determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at inception and on an ongoing basis. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified in net foreign exchange gains/loss in the statement of profit and loss.

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For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment.
- Hedges of a net investment in a foreign operation

Subsequent to initial recognition, derivative financial instruments are measured as described below:

Cash flow hedges:

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and held in cash flow hedging reserve, net of taxes, a component of equity, to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the statement of profit and loss and reported within foreign exchange gains/(losses), net within results from operating activities. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs.

The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the statement of profit and loss upon the occurrence of the related forecasted transaction.

The Group enters into the contracts that are effective as hedges from an economic perspective but may not qualify for hedge accounting. The change in the fair value of such instrument is recognised in the statement of profit and loss.

## k) Offsetting financial instruments:

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where

there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

## l) Property, plant and equipment:

### i. Recognition and measurement:

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Freehold land is carried at historical cost.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss in the reporting period in which they occur.

An item of property, plant & equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. Any gain or loss arising on the disposal or retirement of an item of property, plant & equipment are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

The cost of property, plant and equipment not available for use before year end date are disclosed under capital work-in-progress, net of impairment losses, if any and are not depreciated.

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An asset's carrying amount is written down immediately to its recoverable amount if the carrying amount of the assets or cash generating unit (CGU) as applicable, is greater than its estimated recoverable amount. An impairment loss is recognised in the statement of profit and loss.

## ii. Depreciation:

The Group depreciates property, plant and equipment on a straight-line basis as per the estimated useful lives. The estimated useful lives of property, plant and equipment are as follows:

Class of asset	Useful life
Buildings	30 years
Electrical Installations and equipments	5 years
Furniture & fixtures	3-10 years
Office Equipments	3-10 years
Data processing Equipments	3-5 years
Vehicles	5 years

Assets acquired under leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

## m) Intangible Assets:

Intangible assets other than those acquired in a business combination are measured at cost at the date of acquisition.

Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Research costs are expensed as incurred.

Internally generated intangible asset arising from development activity is recognized at cost on demonstration of its technical feasibility, the intention and ability of the Group to complete, use or sell it, only if, it is probable that the asset would generate future economic benefit and the

expenditure attributable to the said assets during its development can be measured reliably.

An item of Intangible assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

## Amortization periods and methods for all Intangible Assets, including those arising from business combination:

Intangible assets are amortized on straight line basis over their estimated useful lives which are as follows:

Class of Intangible Assets	Useful life followed by the Group
Softwares (acquired)	1-5 years
Softwares (internally generated)	3-5 years
Non-compete agreements	3-6 years
Customer relationship	4-10 years
Customer contracts	1-3 years
Brand	3-5 years

The amortisation method and the estimated useful life of amortizable intangible assets are reviewed at least annually and where appropriate are adjusted, annually.

## n) Provisions and contingent liabilities:

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

When a provision is measured using the cash flows estimated to settle the present obligation,



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its carrying amount is the present value of those cash flows (when the effect of the time value of money is material)

The Group uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

## o) Employee benefits:

### i. Post-employment and pension plans:

The Group participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Group's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service. Under a defined benefit plan, it is the Group's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Group. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

The Group has the following employee benefit plans:

### Provident Fund:

Employees receive benefits from a provident fund, which is a defined benefit plan. The employer and employees each make periodic contributions to the plan. Provident fund contributions are made to a trust administered by the Group. The contributions to the trust managed by the Group are accounted for as a defined benefit plan as the Group is liable for any shortfall, if any with respect to the rate of return based on the government specified minimum rates of return.

The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of the year. Actuarial losses/ gains are recognised in the other comprehensive income, net of taxes in the year in which they arise. The contributions made to the trust are recognised as plan assets. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

### Defined contribution plans

The Group provides benefits such as superannuation, provident fund (other than Company managed fund) and foreign defined contribution plans (401K, National Insurance in UK, etc.) to its employees which are treated as defined contribution plans.

Contributions to defined contribution plans are recognised as an expense when employees have rendered services entitling them to such benefits.

### Gratuity:

The Group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Gratuity Scheme of the Group. The Gratuity plan provides for a lump sum payment to eligible employees, at retirement, death, incapacitation or termination of employment based on the last drawn salary and years of employment with the Group. The gratuity fund is managed by the Life Insurance Corporation of India (LIC). The Group's obligation in respect of the gratuity plan, is provided for based on actuarial valuation using the projected unit

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credit method. The Group recognizes actuarial gains and losses in other comprehensive income, net of taxes. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

### ii. Short-term benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense in the statement of profit and loss as the related services are provided. Liabilities for wages and salaries including the amount expected to be paid under short-term cash bonus or profit sharing plans, expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### iii. Compensated absences:

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement.

The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year, as applicable. Actuarial losses/ gains are recognized in the statement of profit and loss in the year in which they arise.

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are

classified under current liabilities and balance under non-current liabilities.

### iv. Share-based payments:

Selected employees of the Group receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

The cost under employee benefits expense is recognised, together with a corresponding change in Share Based Payment Reserves under Other Equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest.

Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised

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is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

## p) Dividends:

Dividend on share is recorded as liability on the date of approval by the shareholders in case of final dividend; or by the board of directors in case of interim dividend. A corresponding amount is recognized directly in equity.

## q) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange are valued using the closing price as at the reporting period.

Level 2: Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) but is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument as observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and

# Notes forming part of the Consolidated Financial Statements

as at and for the year ended March 31, 2024

unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operations.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## r) Operating Segments

The Board of Directors evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments based on the "management approach" as defined in Ind AS 108. Accordingly, information has been presented both along business segments and geographic segments.

Segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Group's chief operating decision maker is the Managing Director. Information reported to the chief operating decision maker (CODM for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided.

The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the material accounting policies. Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. Certain expenses such as depreciation and finance cost, which form a significant component of total expenses, are not specifically allocable to specific segments as the underlying assets are used interchangeably. Management believes that it is not practical to provide segment disclosures relating to those expenses, and accordingly these expenses are separately disclosed as "unallocated" and adjusted against the operating income of the Group.

The Board of Directors has identified below mentioned reportable segments of its business as follows:

Digital and Application Services (DAS): Custom Applications Management Services that include Application Development, Maintenance, Support, Modernization and Testing Services across a wide technology spectrum and Industry verticals.

Digital Foundation Services (DFS): Infrastructure management services includes Hybrid IT, Digital workplace, Dynamic Security and Unified IT provided under managed service platform using automation, autonomies and machine learning.

The Board of Directors monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

## s) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

## t) Earnings per share:

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential

# Notes forming part of the Consolidated Financial Statements

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equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

## 2.2 Recent accounting pronouncements

MCA issued amendments to certain Indian Accounting Standards (called as “Companies (Indian Accounting Standards) Amendment Rules, 2023”) which were applicable from 1 April 2023. The Group applied for the first-time these amendments.

### (i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Group's consolidated financial statements.

### (ii) Disclosure of Accounting Policies – Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies and adding guidance on how

entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's financial statements.

### iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Group previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2022.

#### Standards notified but not yet effective

There are no standards that are notified and not yet effective as on date.

# Notes to the Consolidated Financial Statements

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(All amounts in INR Million, unless otherwise stated)

## 3. Critical estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and the accompanying disclosures and including the disclosure of contingent liabilities as at the reporting date. However, any change in these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

### The areas involving critical estimates and/or judgements are:

#### a Revenue recognition

A portion of the Group's business relates to fixed price contracts which is accounted using percentage of completion method, recognizing revenue as the performance on the contract progresses. Use of the percentage-of-completion method requires the Group to estimate the efforts or costs expended to date (input method) as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. This requires management to make judgement with respect to identifying contracts for which revenue need to be recognised over a period of time, depending upon when the customer consumes the benefit, when the control is passed to customer, and whether the Group has right to payment for performance completed till date, either contractually or legally.

#### b Income and Deferred taxes

Significant judgements are involved in determining the provision for income taxes, including judgment on whether tax positions are probable of being sustained in tax assessments. The management considers the probability of an unfavourable outcome while deciding on the need of accrual of tax with respect to ongoing tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. Refer note 2.1 (b) for Accounting policy in this regard.

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date, as explained under Note 2.1 (b) (ii). The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

#### c Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy for the same has been explained under note 2.1 (l).

#### d Business combination

In accounting for business combinations, judgement is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets acquired, and liabilities and contingent consideration involves management judgement. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgements, estimates, and assumptions can materially affect the results of operations.



# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

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## e Goodwill

Goodwill is tested for impairment annually once or when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit to which such goodwill pertains is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

## f Defined benefit obligation

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Also refer note 14.

## g Employee stock options

The Group initially measures the cost of equity-settled transactions with employees using a Black Scholes Options Pricing model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model and the performance of the Group, which is dependent on the terms and conditions of the grant.

This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 37.

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

### 4 Property, plant and equipment

Particulars	Buildings	Leasehold Improvements	Electrical Installations and equipments	Furniture and Fixtures	Office Equipments	Data Processing Equipments	Vehicles	Total
<b>Gross block</b>								
<b>As at April 1, 2023</b>	407	547	172	296	173	1,547	25	3,167
Additions	-	1	2	1	8	78	1	91
Disposals	(0)	(88)	(25)	(36)	(5)	(72)	(1)	(227)
Exchange translation differences	-	4	0	9	3	7	(1)	22
<b>Gross block as at March 31, 2024</b>	407	464	149	270	179	1,560	24	3,053
<b>Accumulated Depreciation</b>								
<b>As at April 1, 2023</b>	148	300	132	177	135	1,140	13	2,045
Depreciation	19	62	15	22	19	248	3	388
Disposals	(0)	(83)	(25)	(25)	(5)	(71)	(1)	(210)
Exchange translation differences	-	2	0	8	3	6	0	19
<b>Accumulated depreciation as at March 31, 2024</b>	167	281	122	182	152	1,323	15	2,242
<b>Net block as at March 31, 2024</b>	240	183	27	88	27	237	9	811
Particulars	Buildings	Leasehold Improvements	Electrical Installations and equipments	Furniture and Fixtures	Office Equipments	Data Processing Equipments	Vehicles	Total
<b>Gross block</b>								
<b>As at April 1, 2022</b>	405	477	155	300	265	1,632	32	3,266
Additions	2	105	17	28	13	146	8	319
Disposals	-	(43)	(1)	(36)	(115)	(244)	(15)	(454)
Exchange translation differences	-	8	1	4	10	13	0	36
<b>Gross block as at March 31, 2023</b>	407	547	172	296	173	1,547	25	3,167
<b>Accumulated Depreciation</b>								
<b>As at April 1, 2022</b>	130	255	118	180	216	1,096	20	2,015
Depreciation	18	84	15	26	24	275	4	446
Disposals	-	(43)	(1)	(32)	(114)	(240)	(11)	(441)
Exchange translation differences	-	4	0	3	9	9	0	25
<b>Accumulated depreciation as at March 31, 2023</b>	148	300	132	177	135	1,140	13	2,045
<b>Net block as at March 31, 2023</b>	259	247	40	119	38	407	12	1,122

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as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

## 4(a) Capital work-in-progress

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	0	12
Additions during the year	143	307
Capitalised during the year	91	319
Closing balance	52	0

For ageing of Capital work-in-progress - refer note 40 (iv)

## 5 Other intangible assets

Particulars	Softwares (Acquired)	Softwares (Internally generated)	Customer Relationship	Non Compete Agreements	Brand	Customer contracts	Total
<b>Gross block</b>							
<b>As at April 1, 2023</b>	167	173	3,664	270	386	218	4,878
Additions	0	-	-	-	-	-	0
Disposals	(83)	-	-	-	-	-	(83)
Exchange translation differences	(1)	-	53	4	6	3	65
<b>Gross block as at March 31, 2024</b>	83	173	3,717	274	392	221	4,860
<b>Accumulated Amortisation</b>							
<b>As at April 1, 2023</b>	166	156	2,764	229	341	203	3,859
Amortisation	0	20	407	12	34	16	489
Disposals	(83)	-	-	-	-	-	(83)
Exchange translation differences	0	(3)	44	5	7	2	55
<b>Accumulated amortisation as at March 31, 2024</b>	83	173	3,215	246	382	221	4,320
<b>Net block as at March 31, 2024</b>	0	-	502	28	10	-	540

Particulars	Softwares (Acquired)	Softwares (Internally generated)	Customer Relationship	Non Compete Agreements	Brand	Customer contracts	Total
<b>Gross block</b>							
<b>As at April 1, 2022</b>	277	173	3,420	266	358	202	4,696
Additions	8	-	-	-	-	-	8
Disposals	(118)	-	-	(17)	-	-	(135)
Exchange Difference	(0)	0	244	21	28	16	309
<b>Gross block as at March 31, 2023</b>	167	173	3,664	270	386	218	4,878
<b>Accumulated Amortisation</b>							
<b>As at April 1, 2022</b>	259	96	2,039	209	239	136	2,978
Amortisation	25	60	563	20	82	55	805
Disposals	(118)	-	-	(17)	-	-	(135)
Exchange Difference	(0)	0	162	17	20	12	211
<b>Accumulated amortisation as at March 31, 2023</b>	166	156	2,764	229	341	203	3,859
<b>Net block as at March 31, 2023</b>	1	17	900	41	45	15	1,019

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

## 6 Financial Assets

### 6 (a) Investments : Non-current

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Investment carried at fair value through other comprehensive income (FVOCI)</b>		
<b>Investment in equity instruments - quoted</b>		
100 (March 31, 2023: 100) Equity Shares of INR 10 each fully paid-up in CFL Capital Financial Services Limited	0	0
<b>Sub Total</b>	0	0
<b>Investments in equity instruments - unquoted</b>		
100 (March 31, 2023: 100) Equity Shares of INR 9 each fully paid-up in Spencer & Company Limited	0	0
<b>Total</b>	0	0
<b>Quoted investments carried at fair value through profit and loss (FVTPL)</b>		
- Mutual funds	129	1,082
- Non convertible debentures (NCD)	98	103
<b>Quoted Investments carried at Amortised Cost</b>		
- Mutual funds	1,570	1,570
- Non convertible debentures (NCD)	2,697	1,072
- Government securities	81	-
<b>Unquoted investments carried at amortised cost</b>		
- Corporate deposits	3,002	650
<b>Total non-current investments</b>	7,577	4,477
Aggregate amount of quoted investments	4,575	3,827
Market value of quoted investments	4,651	3,829
Aggregate amount of unquoted investments	3,002	650

### 6 (b) Investments: current

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Quoted investments carried at FVTPL</b>		
- Mutual funds	4,292	2,675
- Non convertible debentures (NCD)	56	-
<b>Quoted Investments carried at Amortised Cost</b>		
- Non convertible debentures (NCD)	569	795
- Commercial papers (CP)	838	189
<b>Unquoted investments carried at amortised cost</b>		
- Corporate deposits	751	850
<b>Total</b>	6,506	4,509
Aggregate amount of quoted investments	5,755	3,659
Market value of quoted investments	5,775	3,678
Aggregate amount of unquoted investments	751	850

### 6 (c) Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Considered good	7,320	7,298
Credit impaired	234	233
	7,554	7,531
Less: Allowance for credit loss	(234)	(233)
<b>Total</b>	7,320	7,298

For ageing, refer Note 40 (i)

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

### 6 (d) Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	0	0
Funds in transit	-	312
Balances with banks :		
- In current accounts	2,283	2,618
- Deposits having original maturity of less than three months	2,149	1,814
<b>Total</b>	<b>4,432</b>	<b>4,744</b>

### 6 (e) Other balances with banks

Particulars	As at March 31, 2024	As at March 31, 2023
Earmarked balances with banks - unclaimed dividend	21	23
Deposits having remaining maturity of less than 12 months	2,788	2,472
Balance held in escrow accounts	-	41
<b>Total</b>	<b>2,809</b>	<b>2,536</b>

### 6 (f) Other financial assets : Non-current

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Bank deposits having remaining maturity of more than 12 months	502	290
Interest receivable	302	24
Security deposits		
Considered good	136	148
Credit impaired	11	11
	<b>147</b>	<b>159</b>
Less: Allowance for credit loss	(11)	(11)
	<b>136</b>	<b>148</b>
Amount deposited under protest		
Considered good	-	-
Credit impaired	14	160
	<b>14</b>	<b>160</b>
Less: Allowance for credit loss	(14)	(160)
	-	-
Unbilled revenue	135	-
Lease Receivable (refer note 32)	-	33
<b>Total</b>	<b>1,075</b>	<b>495</b>

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

### 6 (g) Other financial assets : Current

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Unbilled revenues	2,981	2,464
Foreign currency derivative assets	139	110
Security deposits		
Considered good	1	1
Credit impaired	1	1
	<b>2</b>	<b>2</b>
Less: Allowance for credit loss	(1)	(1)
	<b>1</b>	<b>1</b>
Lease receivable (refer note 32)	38	52
Interest receivable	277	184
Sales consideration receivable	-	2
Contractually reimbursable expenses	0	1
Others	91	45
<b>Total</b>	<b>3,527</b>	<b>2,859</b>

## 7 Deferred Tax Asset (net)

The components of deferred tax assets and liabilities are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>The major components of the deferred tax asset are</b>		
Depreciation/amortisation of property, plant and equipment and Intangible assets	371	300
Lease liabilities	421	620
Allowance for credit loss on trade receivables and advances	34	43
Expenses allowable on payment/exercise basis	779	599
Fair value changes of cash flow hedges	-	6
Net operating losses	0	24
Capital losses	-	-
Others	42	25
	<b>1,647</b>	<b>1,617</b>
<b>The major components of the deferred tax liability are</b>		
Depreciation/amortisation of property, plant and equipment and intangible assets	142	153
Depreciation of right of use assets	330	503
Gain on investments mandatorily measured at FVTPL	55	3
Fair value changes of cash flow hedges	17	-
Net operating losses	-	-
Items allowed on consumption basis	4	-
Others	-	-
	<b>548</b>	<b>659</b>
<b>Net deferred tax asset / (liability)</b>	<b>1,099</b>	<b>958</b>



# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024  
(All amounts in INR Million, unless otherwise stated)

## (i) Movement in deferred tax assets

Particulars	Depreciation/ amortisation of property, plant and equipment and Intangible assets	Lease liabilities	Allowance for credit loss on trade receivables and advances	Expenses allowable on payment/ exercise basis	Fair value changes of cash flow hedges	Net operating losses	Capital losses	Others	Total
<b>As at April 1, 2022</b>	24	706	53	546	16	37	19	0	1,401
(Charged)/credited:									
- to statement of profit and loss	276	(86)	(10)	24	(1)	(13)	(19)	25	196
- to other comprehensive income	-	-	-	-	(9)	-	-	-	(9)
Exchange translation differences	-	-	-	29	-	-	-	-	29
<b>As at March 31, 2023</b>	300	620	43	599	6	24	-	25	1,617
(Charged)/credited:									
- to statement of profit and loss	60	(199)	(9)	180	17	(24)	-	17	42
- to other comprehensive income	-	-	-	-	(23)	-	-	-	(23)
Exchange translation differences	11	-	-	-	-	-	-	-	11
<b>As at March 31, 2024</b>	371	421	34	779	-	0	-	42	1,647

## (ii) Movement in deferred tax liabilities

Particulars	Depreciation/ amortisation of property, plant and equipment and intangible assets	Depreciation of right of use assets	Gain on investments mandatorily measured at FVTPL	Fair value changes of cash flow hedges	Items allowed on consumption basis	Others	Total
<b>As at April 1, 2022</b>	219	609	32	-	2	0	862
Charged/(credited):							
- to statement of profit and loss	(69)	(106)	(29)	-	(2)	(0)	(206)
- to other comprehensive income	-	-	-	-	-	-	-
Exchange translation differences	3	-	-	-	-	-	3
<b>As at March 31, 2023</b>	153	503	3	-	-	-	659
Charged/(credited):							
- to statement of profit and loss	(12)	(173)	52	17	4	-	(112)
- to other comprehensive income	-	-	-	-	-	-	-
Exchange translation differences	1	-	-	-	-	-	1
<b>As at March 31, 2024</b>	142	330	55	17	4	-	548

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

## 8 Other non-current assets

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	49	67
Capital advances	3	-
<b>Total</b>	<b>52</b>	<b>67</b>

## 9 Other Current assets

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Advances other than capital advances:		
- advances to employees		
Considered good	25	31
Considered doubtful	7	5
	<b>32</b>	<b>36</b>
Less: provision for doubtful advances	(7)	(5)
	<b>25</b>	<b>31</b>
- advances to suppliers		
Considered good	107	54
Considered doubtful	13	13
	<b>120</b>	<b>67</b>
Less: provision for doubtful advances	(13)	(13)
	<b>107</b>	<b>54</b>
Unbilled revenues (refer note 23 (c))	581	552
Prepaid expenses	408	299
Balances with government authorities	122	118
Surplus of plan assets over obligations (refer note 14)	103	183
Others	1	1
<b>Total</b>	<b>1,347</b>	<b>1,238</b>

## 10 (a) Equity share capital

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorised:</b>		
238,000,000 equity shares of INR 2 each	476	476
(238,000,000 shares of INR 2 each as at March 31, 2023)		
<b>Total</b>	<b>476</b>	<b>476</b>
<b>Issued, subscribed and paid up :</b>		
226,633,191 equity shares of INR 2 each	453	453
(226,465,358 shares of INR 2 each at March 31, 2023)		
<b>Total</b>	<b>453</b>	<b>453</b>

## (i) Reconciliation of the shares outstanding as at the beginning and at the end of the year:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Nos	INR in Million	Nos	INR in Million
At the beginning of the year	226,465,358	453	226,201,471	452
Add: Shares issued on exercise of employee stock options	167,833	0	263,887	1
<b>Outstanding at the end of the year</b>	<b>226,633,191</b>	<b>453</b>	<b>226,465,358</b>	<b>453</b>

## Notes to the Consolidated Financial Statements

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(All amounts in INR Million, unless otherwise stated)

### (ii) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of INR 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Board of Directors in their meeting held on April 25, 2024 have recommended a final dividend of INR 7 per equity share, subject to the approval of shareholders at the ensuing Annual General Meeting.

### (iii) Details of shareholders holding more than 5% of the aggregate shares in the company

Name of shareholder	As at March 31, 2024		As at March 31, 2023	
	% of holding	NO. of shares	% of holding	NO. of shares
Swallow Associates LLP	26.73%	60,586,344	26.75%	60,586,344
Summit Securities Limited	11.04%	25,028,127	11.05%	25,028,127
Instant Holdings Limited	8.46%	19,177,651	8.47%	19,177,646

(iv) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding March 31, 2024 - Nil (March 31, 2023 - Nil)

(v) For details of Employee Stock Option Plan (ESOP), refer note 37

(vi) For shares held by promoters, refer note 40 (iii)

### 10 (b) Reserves and surplus:

Particulars	As at March 31, 2024	As at March 31, 2023
Capital redemption reserve	44	44
Share based payment reserve	356	206
Retained earnings	22,049	16,693
Securities premium	532	462
General reserve	10,694	10,694
Special economic zone re-investment reserve	392	432
<b>Total reserves and surplus</b>	<b>34,067</b>	<b>28,531</b>

### 10 (c) Movement of Reserves and surplus

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Capital redemption reserve</b>		
<b>Balance at the beginning and end of the year</b>	<b>44</b>	<b>44</b>
<b>Share based payment reserve</b>		
Balance as at the beginning of the year	206	225
Add: Employee share based payment expense (net)	234	143
Less: Transferred to retained earnings on cancellation of stock options	15	121
Less: Transferred to securities premium on exercise of stock options	69	41

## Notes to the Consolidated Financial Statements

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(All amounts in INR Million, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Balance as at the end of the year</b>	<b>356</b>	<b>206</b>
<b>Retained earnings</b>		
Balance as at the beginning of the year	16,693	14,172
Add: Profit for the year	6,650	3,276
Add / (less): Other comprehensive income (net)	(50)	100
Less: Dividends paid	1,246	1,132
Add: Transfer from share based payment reserve on cancellation of stock options	15	121
Add: Transfer from equity instruments through other comprehensive income	(53)	-
Add: Utilisation of special economic zone re-investment reserve	40	156
<b>Balance as at the end of the year</b>	<b>22,049</b>	<b>16,693</b>
<b>Securities premium</b>		
Balance as at the beginning of the year	462	417
Add: Transferred from share based payment reserve on exercise of stock options	69	41
Add: Received on exercise of stock options	1	4
<b>Balance as at the end of the year</b>	<b>532</b>	<b>462</b>
<b>General reserve</b>		
<b>Balance at the beginning and end of the year</b>	<b>10,694</b>	<b>10,694</b>
<b>Special Economic Zone Re-investment Reserve</b>		
Balance as at the beginning of the year	432	588
Less: Utilised during the year	40	156
<b>Balance as at the end of the year</b>	<b>392</b>	<b>432</b>

### 10 (d) Other components of equity:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Effective portion of cash flow hedges</b>		
Balance at the beginning of the year	(17)	(27)
Effective portion of gain/(loss) on Cash Flow Hedge (net)	93	19
Tax impact	(23)	(9)
<b>Balance as at the end of the year</b>	<b>53</b>	<b>(17)</b>
<b>Equity instruments through other comprehensive income</b>		
Balance at the beginning of the year	(59)	(79)
Change in fair value of equity instruments	6	21
Transfer to retained earnings	53	-
<b>Balance as at the end of the year</b>	<b>-</b>	<b>(59)</b>
<b>Foreign currency translation reserve</b>		
Balance at the beginning of the year	854	384
Currency translation adjustments (net)	192	470
<b>Balance as at the end of the year</b>	<b>1,046</b>	<b>854</b>
<b>Total</b>	<b>1,099</b>	<b>778</b>

### 10 (e) Nature and purpose of each reserve within equity:

#### (i) Capital redemption reserve:

This reserve had been created out of general reserve in earlier years, being the nominal value of shares bought back. The reserve can be utilised in accordance with the provisions of the Act.

#### (ii) Share based payment reserve:

This reserve is used to record the fair value of equity-settled share based payment transactions. The amounts recorded in share based payment reserve account are transferred to securities premium upon exercise of stock options.

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as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

## (iii) Retained earnings:

Retained earnings represents Group's undistributed earnings after taxes.

## (iv) Capital reserve:

The Group recognises profit and loss on purchase, sale, issue or cancellation of the Group's own equity instruments to capital reserve.

## (v) Securities premium:

Securities premium is used to record premium on issue of Equity shares. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

## (vi) General Reserve:

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

## (vii) Special economic zone re-investment reserve:

This Reserve had been created out of profit of eligible SEZ units in accordance with the provision of Section 10 AA(1)(ii) of the Income Tax Act, 1961. The reserve can only be utilized by the Company for acquiring new plant and machinery for the purpose of its business in terms of the section 10AA(2) of the Income Tax Act, 1961.

## (viii) Effective portion of Cash Flow Hedges

The effective portion of cash flow hedges represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. Such gains or losses will be reclassified to statement of profit and loss in the period in which the hedged transaction occurs.

## (ix) Equity Instruments through Other Comprehensive Income

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the equity instruments through other comprehensive income within equity. The Group transfers amounts from this reserve to retained earnings when the underlying transaction is consummated.

## (x) Exchange differences on translating the financial statements of a foreign operation

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

## 11 (a) Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Fair value of financial liability (refer note 36)	355	351
Accrued salaries and benefits	-	72
<b>Total</b>	<b>355</b>	<b>423</b>
<b>Current</b>		
Foreign currency derivative liabilities	59	97
Accrued salaries and benefits	2,008	1,939
Unclaimed dividend	21	23
Capital creditors	9	27
Others	17	48
<b>Total</b>	<b>2,114</b>	<b>2,134</b>

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

## 11 (b) Lease liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Lease Liabilities	1,228	1,904
<b>Current</b>		
Lease Liabilities	637	826
<b>Total</b>	<b>1,865</b>	<b>2,730</b>

Refer note 32 (b) and 32 (d)

## 12 Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Trade payables	129	-
<b>Total</b>	<b>129</b>	<b>-</b>
<b>Current</b>		
Trade payables	3,095	2,772
<b>Total</b>	<b>3,095</b>	<b>2,772</b>

For ageing, refer Note 40 (ii)

During the year ended March 31, 2024 and March 31, 2023 an amount of INR 35 Million and INR 10 Million respectively was paid beyond the appointed day as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

Interest due and outstanding on the same is INR 0 Million [previous year INR 0 Million]. Interest paid INR 0 Million (previous year INR 0 Million).

Further in view of the Management, the amount of interest, if any remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 is not expected to be material.

This information has been determined to the extent such suppliers have been identified on the basis of information obtained and available with the Group.

## 13 Provisions [non-current]

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Contingencies	48	42
<b>Total</b>	<b>48</b>	<b>42</b>

### (i) Information about individual provisions

It pertains to Lease rentals related litigations. The timing and the amount of cash flows that will arise from this matter will be determined by the Appellate Authorities only on settlement of this case.



# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

## (ii) Movements in provisions

Movements in each class of provisions during the financial year, are set out below

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balances	42	37
Additional provisions accrued	6	5
<b>Closing Balances</b>	<b>48</b>	<b>42</b>

## 14 Employee benefit obligations

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Provision for compensated absences	559	497
<b>Total</b>	<b>559</b>	<b>497</b>
<b>Current</b>		
Provision for compensated absences	509	498
Provision for gratuity (refer note (i) below)	9	8
<b>Total</b>	<b>518</b>	<b>506</b>

## (i) Defined benefit plans:

- a **Gratuity** - The Group operates a Scheme of Gratuity which is a defined benefit plan covering eligible employees in accordance with the Scheme of the Group. The gratuity plan is fully funded.

The following table sets out the Changes in Defined Benefit Obligation ('DBO') recognized in the Balance Sheet are as under:

Particulars	Present value of obligation	Fair value of plan assets	Net liability/ (asset)
<b>As at April 1, 2022</b>	<b>1,352</b>	<b>(1,435)</b>	<b>(83)</b>
Current service cost	220	-	220
Interest expense / (income)	91	(95)	(4)
<b>Total amount recognised in statement of profit and loss</b>	<b>311</b>	<b>(95)</b>	<b>216</b>
<b>Remeasurements</b>			
Return on plan assets	-	(10)	(10)
(Gain) / loss from change in demographic assumptions	(39)	-	(39)
(Gain) / loss from change in financial assumptions	(93)	-	(93)
Experience (gains) / losses	8	-	8
<b>Total amount recognised in Other comprehensive income</b>	<b>(124)</b>	<b>(10)</b>	<b>(134)</b>
Liability Transferred In/Out	(12)	-	(12)
Contributions by the Group	-	(3)	(3)
Benefit payments	(195)	36	(159)
<b>As at March 31, 2023</b>	<b>1,332</b>	<b>(1,507)</b>	<b>(175)</b>
Current service cost	190	-	190
Interest expense / (income)	97	(110)	(13)
<b>Total amount recognised in statement of profit and loss</b>	<b>287</b>	<b>(110)</b>	<b>177</b>
<b>Remeasurements</b>			
Return on plan assets	-	(2)	(2)
(Gain) / loss from change in demographic assumptions	37	-	37
(Gain) / loss from change in financial assumptions	6	-	6
Experience (gains) / losses	26	-	26
<b>Total amount recognised in Other comprehensive income</b>	<b>69</b>	<b>(2)</b>	<b>67</b>
Liability Transferred In/Out	(2)	2	-
Contributions by the Group	-	(10)	(10)
Benefit payments	(154)	1	(153)
<b>As at March 31, 2024</b>	<b>1,532</b>	<b>(1,626)</b>	<b>(94)</b>

# Notes to the Consolidated Financial Statements

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The net liability/(asset) disclosed above relates to funded plans. The Group intends to contribute in line with the recommendations of the fund administrator and the actuary.

## b The net liability/(asset) disclosed above relates to funded and unfunded plans are as follows:

Plan type	As at March 31, 2024	As at March 31, 2023
Present value of obligation	1,532	1,332
Fair value of plan assets	(1,626)	(1,507)
<b>Net Liability/(Asset)</b>	<b>(94)</b>	<b>(175)</b>

- c As at March 31, 2024 and March 31, 2023, plan assets were primarily invested in insurer managed funds.
- d Through its defined benefit plans, the Group is exposed to number of risks, the most significant of which are detailed below:

**Asset Volatility:** The Plan liabilities are calculated using a discount rate set with reference to bond yields. If plan assets underperform, this yield will create a deficit. The plan asset investments are in fixed income securities with high grades. These are subject to interest rate risk.

**Changes in bond yield:** A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

The Group ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within the framework, the Group's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Group has not changed the process used to manage its risks from previous periods.

- e The Group expects to contribute INR 167 Million (March 31, 2023 INR 16 Million) to the defined benefit plan during the next annual reporting period.

Weighted average duration of the Projected benefit Obligation is 7 Years (March 31, 2023 - 5 Years)

Estimated benefit payments from the fund for year ending	As at March 31, 2024	As at March 31, 2023
March 31, 2024	N.A.	209
March 31, 2025	161	189
March 31, 2026	155	178
March 31, 2027	164	173
March 31, 2028	172	162
March 31, 2029	177	N.A.
Thereafter	1,686	1,010

The expected benefits are based on the same assumptions used to measure the Group's benefit obligations as of March 31, 2024.

## Notes to the Consolidated Financial Statements

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(All amounts in INR Million, unless otherwise stated)

- fa** Sensitivity analysis - the increase / (decrease) in present value of defined benefit obligation to changes in principal assumptions:

Particulars	As at March 31, 2024	As at March 31, 2023
- 1% increase in discount rate	(5.37%)	(4.00%)
- 1% decrease in discount rate	5.97%	4.36%
- 1% increase in salary escalation rate	5.92%	4.33%
- 1% decrease in salary escalation rate	(5.42%)	(4.04%)
- 1% increase in rate of employee turnover	(0.46%)	(0.39%)
- 1% decrease in rate of employee turnover	0.46%	0.39%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

- g** **Provident fund** : The company makes contribution towards provident fund which is administered by the trustees. The contributions is accounted for as a defined benefit plan as the Company is liable for any shortfall in the fund assets based on the government specified minimum rates of return. The Company has obtained an actuarial valuation of the liability according to which there is no deficit as at the Balance Sheet date. The movement of liability and plan assets is as under:

**g a Present value of defined benefit obligation**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Balance as at the beginning of the year</b>	<b>5,746</b>	<b>5,166</b>
Liability transferred	268	265
Interest cost	401	395
Current service cost	387	357
Employee contribution	526	499
Benefits paid	(799)	-
Actuarial (gains)/losses	-	(936)
<b>Balance as at the end of the year</b>	<b>6,529</b>	<b>5,746</b>

**g b Fair value of Plan Assets (Restricted to the extent of present value of obligation)**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Balance as at the beginning of the year</b>	<b>5,879</b>	<b>5,322</b>
Expected return on plan assets	401	395
Contributions by the Company	913	856
Transfer from other Company	266	265
Benefits paid	(799)	(936)
Return on Plan Assets	84	(23)
Actuarial gains/(losses)	-	-
<b>Balance as at the end of the year</b>	<b>6,744</b>	<b>5,879</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Assets / (liabilities) recognised in the Balance Sheet</b>	<b>-</b>	<b>-</b>

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

**g d Expense recognised in the Statement of Profit and Loss**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current service cost	387	357
Interest cost	401	395
Expected return on plan assets	(401)	(395)
<b>Total expenses recognised in the statement of profit and loss</b>	<b>387</b>	<b>357</b>

**g e The plan assets have been primarily invested as follows:**

Category of Assets	As at March 31, 2024	As at March 31, 2023
Central Government of India Assets	604	635
State Government of India Assets	2,663	2,218
Special deposits scheme	25	24
Private sector bonds	2,704	2,422
Equity / mutual funds	569	240
Cash and cash equivalents	16	9
Others	163	331
<b>Total</b>	<b>6,744</b>	<b>5,879</b>

**g f The principal assumptions used for the purpose of all defined benefit obligations are as follows:**

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate *	7.15% - 7.19%	7.25% - 7.30%
Salary escalation rate **	7.00% - 9.00%	7.00% - 11.00%
Rate of employee turnover		
-For services 4 years and below	12.50% - 20.00%	18.00% - 23.00%
-For services 5 years and above	11.50% - 20.00%	17.00% - 23.00%
Mortality rate	Indian assuerd lives mortality (Urban) (2012-2014)	Indian assuerd lives mortality (Urban) (2012-2014)

\* Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

\*\* The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors, such as demand and supply in the employment market.

**(ii) Defined contribution plans:**

The Group has recognised the following amounts in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Contribution to Employees' Provident Fund	30	22
Contribution to Employees' Family Pension Fund	94	103
Contribution to Employees' Superannuation Fund	7	6
Contribution to Employees' Social Security Fund	591	640
Contribution to Employees' 401(K) Fund	181	162
Contribution to Central Provident Fund in Singapore	2	8
Contribution to National Insurance of UK	388	364
Contribution to National Pension Schemes	64	64
Contribution to Infonavit Credit	4	3
Contribution to Medicare Fund	123	141

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

### 15 Other Current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
Unearned revenue	235	396
Statutory dues	906	895
Others*	550	537
<b>Total</b>	<b>1,691</b>	<b>1,828</b>

\* represents liability towards potential obligations

### 16 (a) Income taxes

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax assets (net)	341	294
Income tax liabilities (net)	(485)	(516)

### 16 (b) Movement

Movement in the Income tax balances is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	(222)	443
Income tax paid (net of refunds)	2,327	925
Current income tax expense (refer note 24 (i))	(2,262)	(1,567)
Income tax on other comprehensive income (refer note 24 (iii))	17	(34)
Research & development expenditure credit	-	-
Exchange translation differences	(4)	11
Others	-	-
<b>Net total</b>	<b>(144)</b>	<b>(222)</b>

### 17 Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of IT related services	48,800	47,051
Sale of licenses, hardware and other equipments	219	1,431
<b>Total</b>	<b>49,019</b>	<b>48,482</b>

Also refer note 23

## Notes to the Consolidated Financial Statements

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(All amounts in INR Million, unless otherwise stated)

### 18 Other income (net)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income		
- Interest on bank balances and deposits	634	291
- Interest on financial assets carried at amortised cost	213	79
- Others	56	36
Net gain /(loss) on financial assets mandatorily measured at FVTPL	268	76
Income on financial assets measured at amoritised cost	115	12
Profit on sale of investments (mutual funds)	58	137
Foreign exchange gain / (loss) (net)	5	386
Net gain /(loss) on financial liabilities measured at FVTPL	(23)	(91)
Profit /(loss) on sale of property, plant and equipment (net)	(4)	21
Provisions no longer required and credit balances written back*	81	3
Miscellaneous income	185	78
<b>Total</b>	<b>1,588</b>	<b>1,028</b>

\* mainly includes lease liability written back due to lease contract terminations before stipulated period.

### 19 Employee benefits expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	27,687	27,832
Contribution to provident and other funds (refer note 14)	2,125	2,148
Employee share based payment expense (net of recoveries) (refer note 37)	234	143
Staff welfare expenses	971	1,107
<b>Total</b>	<b>31,017</b>	<b>31,230</b>

### 20 Finance Costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on :		
- Loans	0	0
- Fair value of contingent consideration	-	(1)
- Lease Liabilities	147	210
- Others	44	49
Bank charges	18	21
<b>Total</b>	<b>209</b>	<b>279</b>

### 21 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of property, plant and equipment	388	446
Depreciation of right of use assets	461	579
Amortization of intangible assets	489	805
<b>Total</b>	<b>1,338</b>	<b>1,830</b>



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(All amounts in INR Million, unless otherwise stated)

### 22 Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Rent (also refer note 13)	130	101
Rates and taxes	86	219
Electricity and power	76	79
Travelling and conveyance	528	415
Recruitment expenses	156	288
Training expenses	79	100
Repairs and maintenance to :		
- Building	145	140
- Electrical Installations and equipments	39	27
- Data Processing Equipments	419	469
- Others	31	25
Insurance	75	66
Legal and professional charges	667	715
Communication expenses	121	156
General Office expenses	44	41
Carriage, freight and octroi	1	2
Advertisement and publicity	154	139
Expenditure towards Corporate social responsibility (refer note 22 (a))	80	72
Allowance for doubtful trade receivables		
- Provided	123	66
- Bad debts written off	46	10
- Less: Reversed	(120)	(62)
	<b>49</b>	<b>14</b>
Allowance for doubtful loans and advances		
- Provided	3	51
- Loans and advances written off	-	-
- Less: Reversed	(49)	(1)
	<b>(46)</b>	<b>50</b>
Miscellaneous expenses	292	235
<b>Total</b>	<b>3,126</b>	<b>3,353</b>

#### 22 (a) Expenditure towards Corporate social responsibility (CSR)

CSR activities undertaken by the Group are in relation to education, employability, heritage projects and community development.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Gross amount required to be spent by the Group during the year	80	72
<b>Total</b>	<b>80</b>	<b>72</b>

Amount spent during the year on	For the year ended March 31, 2024	For the year ended March 31, 2023
a. Construction/ acquisition of any asset	-	-
b. On purposes other than (a) above	55	64
<b>Total</b>	<b>55</b>	<b>64</b>

Refer Note 35 for details of CSR expenditure towards related party.

The unspent CSR amount of INR 25 Million (previous year INR 8 Million) has been transferred to a separate bank account post the Balance Sheet date.

Cumulative value of previous years shortfall - INR 32 Million

## Notes to the Consolidated Financial Statements

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**Reason for shortfall** - The Group allocates CSR funds to on-going projects which are implemented beyond 1 financial year. These projects have set milestones, upon achievement of which, the next tranches of funds are released. A part of the total CSR allocation is ear-marked for such ongoing projects and will be released/utilized in the next financial years with the intent to achieve optimal objective of CSR funds, so allocated by the Group.

### 23 Revenue from operations

#### (a) Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by geography, offerings and contract-type for each of our business segments. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

Particulars	Verticals	
	Digital and Application Services	Digital Foundation Services
<b>Revenue by geography</b>		
- Americas	25,731	7,208
	[26,875]	[7,398]
- Europe	8,729	1,409
	[7,448]	[1,270]
- Rest of the world	5,559	383
	[5,123]	[368]
<b>Revenue by contract type</b>		
- fixed price contracts/ fixed monthly	21,755	5,823
	[21,043]	[6,973]
- Time and material	18,264	3,177
	[18,403]	[2,063]

Figures in brackets are for previous year i.e. March 31, 2023

#### (b) Trade Receivables and Contract Balances

The Group classifies the right to consideration in exchange for deliverables as either receivable or as unbilled revenue.

A receivable is right to consideration that is unconditional upon passage of time. Revenue for time and material contracts are recognised as related service are performed. Revenue for fixed price maintenance contracts is recognised on a straight line basis over the period of contract. Revenue in excess of billing is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to clients is based on milestones as defined in the contract. This would result in timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non financial assets as the contractual right to consideration is dependent on completion of contractual milestones.

Invoicing in excess of earnings is classified as unearned revenue.

Trade receivables and unbilled revenues are presented net of impairment in Balance Sheet.

#### (c) Performance obligations and remaining performance obligations

The remaining performance obligation disclosures provide the aggregate amount of transaction price yet to be recognized as of the end of the reporting period and an explanation as to when Group expects to recognize these amounts as revenue. Applying the practical expedients as given in INDAS 115, the Group has not disclosed the remaining performance obligations related disclosures where the revenue recognized corresponds directly with the value to customer of the entity's performance completed to date, typically those contracts where invoicing is on the basis of time and material basis. Remaining performance obligation are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment of revenue that has not materialized and adjustments for currency.

## Notes to the Consolidated Financial Statements

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(All amounts in INR Million, unless otherwise stated)

The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is INR 772 Million [March 31, 2023: INR 720 Million] out of which INR Nil 772 Million [March 31, 2023: INR 683 Million] is expected to be recognised as revenue in the next year and the balance thereafter. No consideration from contracts with customers is excluded from the amount mentioned above.

### Changes in Unbilled Revenues are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	552	1,126
Invoices raised that were included in the unbilled revenue balance at the beginning of the year	(552)	(1,126)
Increase due to revenue recognised during the year, excluding amounts billed during the year	579	539
Exchange translation differences	2	13
<b>Balance at the end of the year</b>	<b>581</b>	<b>552</b>

### Changes in unearned revenue are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	396	460
Revenue recognised that was included in the unearned revenues balance at the beginning of the year	(385)	(437)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	223	368
Exchange translation differences	1	5
<b>Balance at the end of the year</b>	<b>235</b>	<b>396</b>

### Reconciliation of revenue recognised with the contracted price is as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Contracted price	49,706	49,266
Reductions towards variable consideration components	(687)	(784)
<b>Revenue recognised</b>	<b>49,019</b>	<b>48,482</b>
The reduction towards variable consideration comprises of volume discounts, service level credits, etc.		

## 24 Income tax expense

This note provides Company's income tax expense and amounts that are recognized directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to Company's tax positions.

### i. Breakup of income tax expense:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Income tax expense</b>		
<b>Current Tax</b>		
Current tax expense	2,262	1,567
<b>Current tax expense</b>	<b>2,262</b>	<b>1,567</b>
<b>Deferred tax</b>		
Decrease / (increase) in deferred tax assets	(42)	(196)
(Decrease) / increase in deferred tax liabilities	(112)	(206)
<b>Deferred tax expense / (benefit)</b>	<b>(154)</b>	<b>(402)</b>
<b>Income tax expense</b>	<b>2,108</b>	<b>1,165</b>

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(All amounts in INR Million, unless otherwise stated)

### ii. The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before taxes	8,758	4,441
Indian statutory income tax rate	25.17%	25.17%
<b>Computed expected tax expenses</b>	<b>2,204</b>	<b>1,118</b>
Income exempt from tax	(21)	(9)
Non-deductible expenses	54	223
Changes in unrecognized deferred tax assets (net)	(3)	-
Effect of change in tax rate	-	33
Effect of tax on income at different rates	31	2
True-up of tax provisions related to previous years	(163)	(143)
Effect of consolidation adjustment	(3)	(51)
Others	9	(8)
<b>Total Income tax expense</b>	<b>2,108</b>	<b>1,165</b>

### iii. Tax on the amounts recognised directly in OCI - expense / (reversal):

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Current tax	Deferred tax	Current tax	Deferred tax
Fair value changes on cash flow hedges	-	23	-	9
Remeasurements of post-employment benefit obligations	(17)	-	34	-
<b>Total</b>	<b>(17)</b>	<b>23</b>	<b>34</b>	<b>9</b>

### iv. Changes in tax rate - There is no change in tax rate as compared to the previous year.

## 25. Fair value measurements

### Financial instruments by category:

Particulars	As at March 31, 2024				As at March 31, 2023			
	FVTPL	FVOCI	Derivative financial assets/ liabilities	Amortised cost	FVTPL	FVOCI	Derivative financial assets/ liabilities	Amortised cost
<b>Financial assets</b>								
Investments	4,575	-	-	9,508	3,860	-	-	5,126
Trade receivables	-	-	-	7,320	-	-	-	7,298
Cash and cash equivalents	-	-	-	4,432	-	-	-	4,744
Other balances with banks	-	-	-	2,809	-	-	-	2,536
Foreign currency derivative assets	-	-	139	-	-	-	110	-
Security deposits	-	-	-	137	-	-	-	149
Unbilled revenues	-	-	-	3,116	-	-	-	2,464
Lease receivable	-	-	-	38	-	-	-	85
Other financial assets	-	-	-	1,172	-	-	-	546
<b>Total financial assets</b>	<b>4,575</b>	<b>-</b>	<b>139</b>	<b>28,532</b>	<b>3,860</b>	<b>-</b>	<b>110</b>	<b>22,948</b>
<b>Financial liabilities</b>								
Trade payables	-	-	-	3,224	-	-	-	2,772
Capital creditors	-	-	-	9	-	-	-	27
Accrued salaries and benefits	-	-	-	2,008	-	-	-	2,011
Foreign currency derivative liabilities	-	-	59	-	-	-	97	-
Lease liabilities	-	-	-	1,865	-	-	-	2,730
Other financial liabilities	355	-	-	38	351	-	-	71
<b>Total financial liabilities</b>	<b>355</b>	<b>-</b>	<b>59</b>	<b>7,144</b>	<b>351</b>	<b>-</b>	<b>97</b>	<b>7,611</b>

**Note:** Carrying amount of all financial assets and liabilities approximates to their fair value.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

## i. Fair value hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

(a) recognised and measured at fair value, and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value – As at March 31, 2024

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
<b>Financial investments at FVTPL</b>				
Investments	4,575	-	-	4,575
<b>Derivatives designated as hedges</b>				
Foreign currency derivative assets	-	139	-	139
<b>Total financial assets</b>	<b>4,575</b>	<b>139</b>	<b>-</b>	<b>4,714</b>
<b>Financial liabilities</b>				
<b>Derivatives designated as hedges</b>				
Foreign currency derivative liabilities	-	59	-	59
<b>Financial liabilities at FVTPL</b>				
Fair value of financial liability (refer note 36)	-	-	355	355
<b>Total financial liabilities</b>	<b>-</b>	<b>59</b>	<b>355</b>	<b>414</b>

Financial assets and liabilities measured at fair value - As at March 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
<b>Financial investments at FVTPL</b>				
Investments	3,860	-	-	3,860
<b>Derivatives designated as hedges</b>				
Foreign currency derivative assets	-	110	-	110
<b>Total financial assets</b>	<b>3,860</b>	<b>110</b>	<b>-</b>	<b>3,970</b>
<b>Financial liabilities</b>				
<b>Derivatives designated as hedges</b>				
Foreign currency derivative liabilities	-	97	-	97
<b>Financial liabilities at FVTPL</b>				
Fair value of financial liability	-	-	351	351
<b>Total financial liabilities</b>	<b>-</b>	<b>97</b>	<b>351</b>	<b>448</b>

## ii. Fair value measurement using significant unobservable inputs (Level 3)

The following table presents changes in level 3 items for the year ended March 31, 2024 and 2023

Particulars	Fair value of financial liability	Contingent Consideration
<b>As at April 1, 2022</b>	<b>296</b>	<b>407</b>
Fair value (gain)/loss recognized in statement of profit and loss	88	(1)
Deduction on Payment	-	(420)
Exchange translation differences – (gain)/loss	(33)	14
<b>As at March 31, 2023</b>	<b>351</b>	<b>-</b>
Fair value (gain)/loss recognized in statement of profit and loss	23	-
Deduction on Payment	-	-
Exchange translation differences – (gain)/loss	(19)	-
<b>As at March 31, 2024</b>	<b>355</b>	<b>-</b>

# Notes to the Consolidated Financial Statements

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(All amounts in INR Million, unless otherwise stated)

## Significant unobservable valuation inputs and relationships to fair value:

Particulars	Fair value		Significant unobservable inputs	Probability-weighted range		Sensitivity
	As at March 31,2024	As at March 31,2023		As at March 31,2024	As at March 31,2023	
Fair value of financial liability	355	351	Weighted average cost of capital	22.54%	23.10%	Increasing/decreasing the discount rate by 100 bps would decrease/increase the fair value by INR 25 Million [March 2023 - INR 13 Million]

## iii. Valuation technique used to determine fair value:

The following methods and assumptions were used to estimate the fair value of the level 2 financial instruments included in the above tables:

Derivative instruments: The Group enters into foreign currency forward contracts with banks with investment grade credit ratings. These are valued using the forward pricing valuation technique, using present value calculations. The models incorporate various inputs including the credit quality of counterparties and foreign exchange spot and forward rates. As at March 31, 2024, the changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships.

The main level 3 inputs for above mentioned cases used by the Group are derived and evaluated as follows:

- unquoted equity instruments are valued based on expected cash flows discounted using weighted average cost of capital.
- Financial liability is valued based on expected cash flows discounted using weighted average cost of capital and option-pricing models.
- Contingent consideration: Fair value of contingent consideration is based on management's assessment of probable consideration payable discounted using weighted average cost of capital.

## 26 Financial risk management:

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. Derivatives are used exclusively for hedging purpose and not as trading or speculative instruments. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The demographics of the customer including the default risk of the industry and country in which the customer operates also has an influence on credit risk assessment.

### a) Market Risk:

#### i. Foreign currency risk:

The Group operates globally and a major portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its sales and services in the United States, South Africa, United Kingdom and other regions, and purchases from overseas suppliers in various foreign currencies. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Group's operations are adversely affected as the Indian rupee appreciates/ depreciates against these currencies. The Group evaluates exchange rate exposure arising from these transactions and enters into foreign currency derivative instruments to mitigate the risk of changes in exchange rates on foreign currency exposures. The Group follows established risk management policies, to hedge forecasted cash flows denominated in foreign currency. The Group has designated certain derivative instruments as cash flow hedges to mitigate the foreign exchange exposure of forecasted highly probable cash flows.



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Group's exposure to unhedged foreign currency risk as at March 31, 2024 in INR Million is as follows:

Particulars	USD	GBP	ZAR	EUR	Other currencies	Total
<b>Financial assets</b>						
Cash and cash equivalents	450	-	-	57	-	507
	[412]	[-]	[-]	[218]	[-]	[630]
Trade receivables	84	-	-	216	32	332
	[80]	[0]	[1]	[72]	[72]	[225]
Other financial assets	56	-	-	7	19	82
	[13]	[-]	[0]	[56]	[18]	[87]
<b>Financial liabilities</b>						
Trade payables	84	0	0	29	14	127
	[90]	[1]	[0]	[0]	[20]	[111]
Other financial liabilities	0	0	-	1	-	1
	[14]	[0]	[31]	[-]	[-]	[45]

Figures in brackets are for previous year i.e. as at March 31, 2023

### Sensitivity:

For the year ended March 31, 2024 and March 31, 2023, every percentage point appreciation/depreciation in the exchange rate would have affected the Group's profit and loss respectively:

- INR/USD by approximately 0.08% and 0.12%,
- INR/GBP by approximately 0.00% and 0.00%,
- INR/ZAR by approximately 0.00% and -0.01%,
- INR/EUR by approximately 0.04% and 0.10%

Sensitivity analysis is computed based on changes in income and expenses, due to every percentage point appreciation/depreciation in the exchange rates.

### Derivative financial instruments:

The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. The foreign exchange forward contracts mature within twelve months from Balance Sheet.

The following table gives details in respect of outstanding foreign exchange contracts:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Amount of contracts in Million	Fair Value – Gain / (Loss) (INR in Million)	Amount of contracts in Million	Fair Value – Gain / (Loss) (INR in Million)
In USD	220	24	105	68
In GBP	47	0	27	(62)
In ZAR	1,138	56	606	7
<b>Total Forwards</b>		<b>80</b>		<b>13</b>

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(All amounts in INR Million, unless otherwise stated)

The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as at the balance sheet date:

Particulars	As at March 31, 2024	As at March 31, 2023
Not later than one month	16	6
Later than one month and not later than three months	21	7
Later than three months and not later than one year	43	(0)

The Group has designated certain foreign exchange forward and option contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast sale transactions. The related hedge transactions for balance in cash flow hedging reserve are expected to occur and reclassified to the statement of profit or loss within 12 months.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

The following table provides the reconciliation of cash flow hedge reserve:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	(17)	(27)
Gain / (Loss) during the year on Cash Flow Hedges [includes reclassification to statement of profit and loss [FY 2023-24 INR 7 Million] [FY 2022-23 INR (37) Million]]	93	19
Tax impact on effective portion of outstanding derivatives	(23)	(9)
<b>Balance as at the end of the year</b>	<b>53</b>	<b>(17)</b>

### b) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from financial assets amounting to INR 33,246 Million and INR 26,918 Million as of March 31, 2024 and March 31, 2023. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned from customers located in the United States, Europe, South Africa and elsewhere. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. The Group uses expected credit loss model to assess impairment loss or gain. The Group uses a matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and Group's historical experience for customers. Refer note 40(i) for expected credit loss allowance basis ageing of trade receivable.

The movement in allowance for life time expected credit loss on customer balances for the year ended March 31, 2024 and March 31, 2023 is given below:

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	233	230
Allowance for doubtful debts	123	66
Reversal of allowance for doubtful debts	(120)	(62)
Exchange translation differences	(2)	(1)
<b>Balance at the end</b>	<b>234</b>	<b>233</b>

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Credit risk on cash and cash equivalents is limited as the Group generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted bonds issued by government organizations and non-convertible debentures issued by institutions with high credit ratings.

## c) Liquidity risk:

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. The Group's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows. As of March 31, 2024 and 2023, cash and cash equivalents are held with major banks and financial institutions.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date. The amounts include estimated interest payments and exclude the impact of netting agreements, if any.

Particulars	As at March 31, 2024				
	Contractual cash flows				
	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Trade payables	3,224	3,095	129	-	3,224
Lease liabilities	1,865	637	1,502	46	2,185
Derivative financial liabilities	59	59	-	-	59
Other financial liabilities	2,410	2,055	355	-	2,410

Particulars	As at March 31, 2023				
	Contractual cash flows				
	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Trade payables	2,772	2,772	-	-	2,772
Lease liabilities	2,730	826	2,128	288	3,242
Derivative financial liabilities	97	97	-	-	97
Other financial liabilities	2,460	2,037	72	351	2,460

## 27 Capital management

The Group manages its capital to ensure that it will be able to continue as going concern while maximizing the return to stakeholders through the optimisation of the debt and equity balance. The Group is not subject to any externally imposed capital requirements. The Group's risk management committee reviews the capital structure of the Group on an ongoing basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group's capital comprises equity share capital, securities premium, retained earnings and other equity attributable to equity holders. The Group didn't have any external borrowings during the current and previous year.

No changes were made in the objectives, policies or processes for managing capital of the Group during the current and previous year.

# Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

## 28 Segment information

Particulars	For the year ended March 31, 2024			For the year ended March 31, 2023		
	DAS	DFS	Total	DAS	DFS	Total
Revenue from external customers	40,019	9,000	49,019	39,445	9,037	48,482
Segment profit	6,588	2,140	8,728	5,255	1,429	6,684
Finance income	-	-	903	-	-	406
Fair value gain on financial assets at fair value through profit or loss	-	-	268	-	-	76
Finance costs	-	-	(209)	-	-	(279)
Unallocated expenses net of other income	-	-	(932)	-	-	(2,446)
<b>Profit before tax</b>	<b>-</b>	<b>-</b>	<b>8,758</b>	<b>-</b>	<b>-</b>	<b>4,441</b>
<b>A. Segment assets</b>						
Trade receivables	5,782	1,538	7,320	5,937	1,361	7,298
Unbilled revenue	2,928	769	3,697	2,614	402	3,016
Goodwill	5,996	1,567	7,563	5,910	1,544	7,454
Unallocable assets	-	-	27,898	-	-	23,442
<b>Total assets</b>			<b>46,478</b>			<b>41,210</b>
<b>B. Segment liabilities</b>						
Unearned revenue	162	73	235	250	146	396
Unallocable liabilities	-	-	10,624	-	-	11,052
<b>Total liabilities</b>			<b>10,859</b>			<b>11,448</b>

Income and expenditure in relation to segments is categorised based on items that are individually identifiable to the segment, marketing costs are allocated based on revenue and the remainder of the costs are allocated based on resources. Certain expenses like depreciation are not specifically allocable to a segment as the underlying assets are used interchangeably.

Finance income and costs, and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed at group basis. Also, Current tax, deferred taxes are not allocated to those segments as they are also managed on a group basis.

Assets and liabilities used in the Group's business are not identified to any of the reportable segments, as these are used interchangeably between segments. The Management believes that it is currently not practicable or meaningful to provide further segregation of assets and liabilities, geographical or otherwise.

Geographical information on revenue and business segment revenue information is collated based on individual customers invoiced or in relation to which the revenue is otherwise recognised.

Revenue from external customers	For the year ended March 31, 2024	For the year ended March 31, 2023
Americas	32,939	34,273
Europe	10,138	8,718
Rest of the world	5,942	5,491
<b>Total</b>	<b>49,019</b>	<b>48,482</b>

Revenue of INR 7,276 Million (March 31, 2023 INR 8,397 Million) are derived from single external customer. These revenues are attributed to the DAS and DFS segments.

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(All amounts in INR Million, unless otherwise stated)

### 29 Group Structure

#### a. Subsidiaries

Group's subsidiaries which are considered for consolidation are set below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of Entity	Country	Proportion of Ownership interest	
		As at March 31, 2024	As at March 31, 2023
Zensar Technologies (Singapore) Pte. Limited	Singapore	100	100
Foolproof (SG) Pte Limited		100	100
Zensar (Africa) Holdings Proprietary Limited	South Africa	100	100
Zensar (South Africa) Proprietary Limited (refer note 36)		75	75
Zensar Technologies (UK) Limited	United Kingdom	100	100
Foolproof Limited		100	100
Zensar Technologies, Inc.	United States of America	100	100
M3BI LLC		100	100
Keystone Logic Mexico, S. DE R.L. DE C.V	Mexico	100	100
Zensar Information Technologies B.V.	Netherlands	100	100
M3BI India Private Limited	India	100	100
Zensar Technologies (Canada) Inc.	Canada	100	100
Zensar Colombia S.A.S.	Colombia	100	100
Zensar Technologies GmbH	Germany	100	100

### 30 Goodwill

Goodwill is tested for impairment atleast on an annual basis. For the purpose of impairment testing, goodwill is allocated to a Cash Generated Unit (CGU) or group of CGUs expected to benefit from the synergies arising from the business combinations. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Goodwill has been allocated to the following operating segment:

Particulars	As at March 31, 2024	As at March 31, 2023
Digital and application services (DAS)	5,996	5,910
Digital foundation services (DFS)	1,567	1,544
<b>Total</b>	<b>7,563</b>	<b>7,454</b>

Goodwill with respect to DAS and DFS operating segments acquired through acquisitions is further allocated to identified CGU as provided below.

CGU	Amount as at March 31, 2024	Amount as at March 31, 2023
Hitech and manufacturing	673	663
Retail consumer services	2,048	2,030
Cloud and infrastructure management services	1,567	1,544
Financial services	2,478	2,446
Foolproof	797	771

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The carrying amount was computed by allocating the net assets to CGU's for the purpose of impairment testing. The recoverable amount is computed based on value-in-use method using a forecast period of 5 years. The value-in-use of respective CGU is based on the future cash flows using a discount rate range of 11.9% - 14.2% (March 31, 2023: 13.0%-16.3%) and 1.5% (March 31, 2023: 1.50%) annual revenue growth rate for periods subsequent to the forecast period of 5 years.

Goodwill movement is given below:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Opening Balance</b>	<b>7,454</b>	<b>7,011</b>
Add: Translation differences	109	443
<b>Closing Balance</b>	<b>7,563</b>	<b>7,454</b>

In respect of above, no impairment was identified as of March 31, 2024 and March 31, 2023 as the recoverable value of the CGUs exceeded the carrying value. An analysis of the sensitivity to a change in the key parameters (combination of revenue without growth and moderate growth) did not identify any probable scenarios where the CGU's recoverable amount would fall below its carrying amounts.

### 31 Contingent liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Income Tax:		
Matters decided in favour of the Company by appellate authorities, where the Income Tax Department is in further appeal	6	75
Matters on which the Company is in appeal	194	256
(b) Sales Tax / Value Added Tax:		
Claims against Company regarding sales tax against which the Company has preferred appeals	48	55
(c) Claims against Company regarding service tax against which the Company has preferred appeal	8	8
(d) Claims against the Company not acknowledged as debts	1	1
(e) Bank Guarantees	70	107

### 32 Disclosures with respect to Capital expenditure and Leases

a. Capital expenditure contracted but not recognised as liability is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Property plant and equipments	24	3
Intangible assets	1	2

b. The details of the right-of-use asset held by the Group are as follows:

Particulars	Additions for FY 2023-24	As at March 31, 2024	Depreciation charge for FY 2023-24
Leasehold land	-	19	0
	[-]	[19]	[0]
Buildings/Office premises	84	1,408	461
	[307]	[2,121]	[579]
<b>Total</b>	<b>84</b>	<b>1,427</b>	<b>461</b>
	<b>[307]</b>	<b>[2,140]</b>	<b>[579]</b>

Figures in brackets are for previous year i.e. March 31, 2023



## Notes to the Consolidated Financial Statements

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(All amounts in INR Million, unless otherwise stated)

c. The Group has entered into agreements for providing certain products on finance lease. The future receivable are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Minimum lease receivable		
- Less than one year	38	52
- One to five years	-	34
<b>Total</b>	<b>38</b>	<b>86</b>
Present value of minimum lease receivable		
- Less than one year	38	52
- One to five years	-	33
<b>Total</b>	<b>38</b>	<b>85</b>

Unearned finance income of assets leased under finance leases at the end of the reporting period are INR Nil Million (March 31, 2023 INR 1 Million)

Unguaranteed residual values of assets leased under finance leases at the end of the reporting period are estimated at INR Nil Million (March 31, 2023 INR Nil Million)

The interest rate inherent in the leases is fixed at the contract date for the entire lease term.

d. Disclosure on cash and non-cash changes for lease liabilities arising from financing activities:

The components of liabilities related to financing activities in cash flow are as follows:

Particulars	Opening balance	Cash flow	Net additions to lease liability	Forex (gain)/ loss	Closing balance
Lease liability	2,730	(699)	(181)	15	1,865
	[3,353]	[(1,022)]	[322]	[77]	[2,730]

Figures in brackets are for previous year i.e. March 31, 2023

e. Group as a lessor:

The Group has entered into operating leases for two of its certain leased properties. These leases have terms of between 3 and 5 years.

Rental income recognised by the Group during the year is INR 44 Million (previous year INR 41 Million) which has been considered as part of other income in the financial statements.

Future minimum rentals receivable under non-cancellable operating leases as at 31 March 2024 are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Less than one year	33	34
One to five years	7	39
<b>Total</b>	<b>40</b>	<b>73</b>

### 33 Earnings per share (EPS)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profits attributable to equity shareholders	6,650	3,276
<b>Basic earnings per share</b>		
Weighted average number of equity shares outstanding during the year (in nos)	226,508,101	226,356,924
<b>Basic EPS (INR)</b>	<b>29.36</b>	<b>14.47</b>
<b>Diluted earnings per share</b>		
Weighted average number of equity shares outstanding during the year (in nos)	226,508,101	226,356,924
Effect of dilutive issue of stock options (in nos)	1,810,391	1,158,707
Weighted average number of equity shares outstanding for diluted EPS (in nos)	228,318,492	227,515,631
<b>Diluted EPS (INR)</b>	<b>29.13</b>	<b>14.40</b>

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(All amounts in INR Million, unless otherwise stated)

### 34 Business Combination

A. Zensar Technologies, Inc. during the year 2020-2021 signed an agreement for sale of Third Party Maintenance ("TPM") business housed in its subsidiaries, PSI Holding Group Inc, Zensar Technologies IM Inc and Zensar Technologies IM B.V. (collectively referred to as "PSI Group") for a consideration of USD 10 Million receivable upfront (subject to working capital adjustment) and USD 5 Million performance based deferred earnouts. The process of settlement was pending for final conclusion between both parties.

A settlement agreement in this regard was finally executed on November 8, 2023 and as per the same all parties agreed to settle all the matters relating to working capital adjustments, tax related matters, and other disputes /claims etc. if any. As a net adjustment arising out of the settlement agreement, the Group has accounted to INR 28 Million and INR 111 Million as credit to other income and expenses respectively.

B. On 14 July 2021, Zensar Technologies, Inc. had acquired 100% of voting interest in M3BI LLC. However, certain adjustments were pending discussion with the erstwhile shareholders till date, which were concluded during the year ended March 31, 2024. As per the revised agreement with the erstwhile shareholders Zensar Technologies Inc. will receive INR 88 Million due to these adjustments. The refund of consideration from sellers has been considered as part of other income in the financial statements as per IND AS 103.

### 35 Related Party Disclosure

#### A. List of related parties with whom transactions have taken place during the current and previous year

The Group's related party transactions and outstanding balances are with related parties with whom the Group routinely enters into the transaction in the ordinary course of business.

#### (a) Key management personnel

H.V. Goenka	Chairman	
Anant Goenka	Non-Executive Vice Chairman and Director	\$
Manish Tandon	Chief Executive Officer and Managing Director	W.e.f January 23, 2023
Ajay Singh Bhutoria	Chief Executive Officer and Managing Director	Upto December 31, 2022
Sachin Zute	Chief Financial Officer	W.e.f May 10, 2022
Gaurav Tongia	Company Secretary	
A.T. Vaswani	Non-Executive Director	
Arvind Agrawal	Non-Executive Director	
Venkatesh Kasturirangan	Non-Executive Director	Upto March 31, 2023
Shashank Singh	Non-Executive Director	Upto December 10, 2021
Ben Druskin	Non-Executive Director	
Ketan Dalal	Non-Executive Director	
Harsh Mariwala	Non-Executive Director	
Radha Rajappa	Non-Executive Director	
Pravin Rao Udhyavara Bhadya	Non-Executive Director	W.e.f September 26, 2022

\$ Anant Goenka (Non-Executive and non-independent director) was appointed as Interim Managing Director from 2 November 2022 to 23 January 2023. Effective 23 January 2023, he has been appointed as Non-Executive Vice Chairman.

#### (b) Entities where key management personnel either have significant influence or are members of key management personnel of that entity:

RPG Enterprises
Harrisons Malayalam Limited
KEC International Limited
RPG Life Sciences Limited
RPG Foundation

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

RPG Art Foundation

CEAT Limited

Katalyst Advisors Private Limited

Rainetree Capital, LLC

**(c) Entities which have the ability to exercise influence / significant influence over the Group:**

Swallow Associates LLP

Summit Securities Limited

Instant Holdings Limited

Sofreal Mercantrade Private Limited

Other Promoter / Promoter Group entities (shareholding individually less than 1%)

**(d) Post employment benefit plans\*:**

Zensar PF Trust

Zensar Gratuity trust

Zensar Superannuation Trust

\* refer note 14 for information on transactions with post-retirement plans mentioned above

**B. Transactions along with outstanding balances with the related parties:**

Particulars	Transactions during year ended		Amount outstanding as at	
	March 31, 2024	March 31, 2023	March 31, 2024 Receivable / (Payable)	March 31, 2023 Receivable / (Payable)
<b>A. Revenue from rendering services</b>				
(i) CEAT Limited	4	-	3	-
<b>Total - Revenue from rendering services</b>	<b>4</b>	<b>-</b>	<b>3</b>	<b>-</b>
<b>B. Other Income / (expenses)</b>				
(i) CEAT Limited	1	1	0	2
(ii) RPG Enterprises	(127)	(156)	-	(4)
(iii) Katalyst Advisors Private Limited	(2)	(2)	(1)	-
(iv) Rainetree Capital, LLC	(9)	(4)	(1)	(0)
(v) KEC International Limited	-	2	-	-
<b>Total - Other Income/ (expenses)</b>	<b>(137)</b>	<b>(159)</b>	<b>(2)</b>	<b>(2)</b>
<b>C. Reimbursements to / (by) the Group [net]</b>				
(i) CEAT Limited	(0)	0	-	-
(ii) Gaurav Tongia	(0)	(0)	-	-
(iii) Sachin Zute	(1)	(0)	-	-
(iv) Ajay Singh Bhutoria	-	(1)	-	-
(v) Manish Tandon	(1)	(1)	-	-
(vi) RPG Enterprises	(46)	-	(27)	-
<b>Total - Reimbursements to / (by) the Group [net]</b>	<b>(48)</b>	<b>(2)</b>	<b>(27)</b>	<b>-</b>
<b>D. Dividend on Equity Shares Paid</b>				
(i) Swallow Associates LLP	333	303	-	-
(ii) Summit Securities Limited	138	125	-	-
(iii) Instant Holdings Limited	105	96	-	-
(iv) Sofreal Mercantrade Private Limited	33	30	-	-
(v) H.V. Goenka	1	1	-	-
(vi) Anant Goenka	0	0	-	-

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as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

Particulars	Transactions during year ended		Amount outstanding as at	
	March 31, 2024	March 31, 2023	March 31, 2024 Receivable / (Payable)	March 31, 2023 Receivable / (Payable)
(vii) A.T. Vaswani	0	0	-	-
(viii) Other Promoter / Promoter Group entities	3	2	-	-
<b>Total - Dividend on Equity Shares paid</b>	<b>613</b>	<b>557</b>	<b>-</b>	<b>-</b>
<b>E. Corporate social responsibility expenditure / donations</b>				
(i) RPG Foundation	63	67	-	-
(ii) RPG Art Foundation	2	2	-	-
<b>Total - Donations</b>	<b>65</b>	<b>69</b>	<b>-</b>	<b>-</b>
<b>F. Directors fees and commission paid**</b>				
(i) H.V. Goenka	18	33	(27)	(17)
(ii) A.T. Vaswani	3	3	(2)	(1)
(iii) Arvind Agrawal	3	3	(2)	(1)
(iv) Venkatesh Kasturirangan	1	2	-	(1)
(v) Shashank Singh ##	-	1	-	-
(vi) Ben Druskin	2	1	-	(1)
(vii) Ketan Dalal	2	2	(2)	(2)
(viii) Pravin Rao	1	1	(2)	(1)
(ix) Harsh Mariwala	2	2	(2)	(1)
(x) Anant Goenka	13	2	(21)	(12)
(xi) Radha Rajappa	2	2	(2)	(2)
<b>Total - Directors Fees and Commission paid</b>	<b>47</b>	<b>52</b>	<b>(60)</b>	<b>(39)</b>

<b>G. Compensation of key management personnel *</b>	<b>Manish Tandon®</b>	<b>Ajay Singh Bhutoria*</b>	<b>Sachin Zute</b>	<b>Gaurav Tongia</b>
Short Term Benefits	157	-	25	9
	[43]	[197]	[16]	[8]
Post-Employment Benefits	4	-	1	0
	[2]	[8]	[0]	[0]
Long-term Employee benefits	-	-	-	-
	[-]	[-]	[-]	[-]
Perquisites value of Employee Stock options	-	-	5	-
	[-]	[-]	[-]	[-]
<b>Total - Compensation of key management personnel</b>	<b>161</b>	<b>-</b>	<b>31</b>	<b>9</b>
<b>Outstanding amounts *</b>	<b>[45]</b>	<b>[205]</b>	<b>[16]</b>	<b>[8]</b>
	201	-	12	2
	[21]	[-]	[6]	[1]

Figures in brackets are for previous year i.e. as at March 31, 2023

\* Details in the above table are on accrual and amortization basis, wherever applicable. Doesn't include Gratuity and compensated absences related provisions /payments.

® During the previous year, the Board has approved the Grant of 35,776 and 871,817 RSUs on January 10, 2023 and March 31, 2023 respectively under the EPAU 2016 Plan. These would vest as per the terms of the Grant. Proportionate value of grants shown as outstanding

® During the previous year, remuneration of Manish Tandon is considered from the date of joining the Group.

\* During the previous year, the remuneration of Ajay Bhutoria is considered upto the date of resignation i.e 31 December 2022. Short term benefits to Ajay Bhutoria, includes the one time payment of INR 145 Million. All ESOP's granted to Ajay Bhutoria have been canceled upon ceasing the employment with the Group.

\*Outstanding includes long-term performance-based incentives and/or stock options which is not a part of the "Total compensation of Key management personnel"

\*\* paid to Marina Holdco (FPI) Limited, which had nominated Shashank Singh on the Board of the Company

\*\* Transactions during the year includes Commission disbursed by the Group against previous years approved Commission. Outstanding for the year are the amount accrued as current year Commission.

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**36** Zensar (South Africa) Proprietary Limited (ZSAPTY) issued 250,001 shares (25% equity holding) to Riverbend Trade & Invest 58 Proprietary Limited (Riverbend) by way of entering into Subscription and Shareholders' Agreement dated March 30, 2022 between ZSAPTY, Riverbend, Cloudberry Fund Manager Proprietary Limited (Cloudberry), Kapela Fund 2 and Zensar (Africa) Holdings Proprietary Limited (Z AHL). These shares are issued without any shareholder's right. As a part of the aforesaid Shareholders' Agreement, ZSAPTY and Riverbend have entered into a call/put option (exercisable after 7 years from the effective date of the aforesaid Shareholders' Agreement) which gives ZSAPTY the right to buy back and Riverbend to enforce a buyback, of the aforesaid shares at fair market value as at the date of exercise of the call/put option respectively. The fair value liability of these options as at March 31, 2024 is INR 355 Million (March 31, 2023 INR 351 Million).

## 37 Share Based Payments

### (a) Employee Stock Option Plan, 2002 (2002 ESOP) and Employee Stock Option Plan, 2006 (2006 ESOP):

Under the 2002 ESOP and 2006 ESOP schemes, participants are granted options which vest equally over a period of 5 years from the date of grant. Participation in the plan is at the discretion of the Nomination and Remuneration Committee (NRC) and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

- The exercise price is determined based on the market price, being the closing price of the share on the stock exchange with higher trading volume on the day preceding the day of the grant of options. The scheme allows the NRC to set the exercise price at a premium or discount not exceeding 20% on the market price.
- The options remain exercisable for 10 years from date of vesting & lapse if they remain unexercised during this period.
- Options granted carry no dividend or voting rights. When exercisable, each option is convertible into one equity share.

Stock option activity under the "2002 ESOP" scheme is as follows:

Particulars	2023-24		2022-23	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	-	-	2,500	12
Granted during the year	-	-	-	-
Cancelled during the year	-	-	-	-
Exercised during the year	-	-	2,500	12
Lapsed during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Vested and exercisable at the year end	-	-	-	-

Stock option activity under the "2006 ESOP" scheme is as follows:

Particulars	2023-24		2022-23	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	268,690	49.06	363,880	50.54
Granted during the year	-	-	-	-
Cancelled during the year	5,860	51.46	26,400	46.13
Exercised during the year	16,900	40.17	67,790	58.37
Lapsed during the year	6,730	53.00	1,000	30.00
Outstanding at the end of the year	239,200	49.52	268,690	49.06
Vested and Exercisable at the year end	239,200	-	268,690	-

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(All amounts in INR Million, unless otherwise stated)

### (b) Employee Performance Award Unit Plan, 2016 (EPAU 2016):

Vesting would happen on or after 1 (one) year but not later than 5 (five) years from the date of grant of such PAUs or any other period as may be determined by the NRC (the Committee) and is subject to achievement of performance targets, set out in the Grant letter and/or the Scheme/prescribed by the Committee.

The exercise price is INR 2 per unit and all vested units need to be exercised at any time within the period determined by the Committee from time to time, subject to a maximum period of two and half months from the end of calendar year in which vesting happens for the respective PAUs.

Particulars	2023-24		2022-23	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	2,006,353	2	1,685,517	2
Granted during the year	261,386	2	1,652,528	2
Cancelled during the year	356,292	2	1,138,095	2
Exercised during the year	150,933	2	193,597	2
Lapsed during the year	262	2	-	-
Outstanding at the end of the year	1,760,252	2	2,006,353	2
Vested and exercisable	135,411	-	96,383	-

### (c) Share options outstanding at the end of the year have the following expiry dates and exercise prices:

Share based payment scheme	Grant year	Range of exercise prices	Expiry year	Share options as at	
				March 31, 2024	March 31, 2023
<b>2006 ESOP</b>	FY 2010-2013	10 - 55	FY 2021-2028	224,950	143,030
	FY 2014-2017	50 - 220	FY 2026-2031	14,250	125,660
<b>Weighted average remaining contractual life of options outstanding at the end of the year</b>				<b>2.23 years</b>	<b>3.11 years</b>
<b>EPAU 2016</b>	FY 2021-2023	2	FY 2022-2027	1,760,252	2,006,353
<b>Weighted average remaining contractual life of options outstanding at the end of the year</b>				<b>2.01 years</b>	<b>2.77 years</b>

### (d) Fair value of options granted:

The fair value of the options at the grant date is determined using Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free rate for the term of the option.

(e) The following tables illustrate the model inputs for options granted during the year ended March 31, 2024 and March 31, 2023 and the resulting fair value of the options at the various grant dates:

### Employee Performance Award Unit Plan, 2016 (EPAU 2016)

For the year ended March 31, 2024

Particulars	Grant Date						
	20-Jul-23		12-Dec-23			12-Dec-23	
	Vest 1	Vest 2	Vest 1	Vest 2	Vest 3	Vest 1	Vest 2
Expected Life (years)	2.1	3.1	1.14	1.91	2.91	1.7	2.7
Volatility (%) *	43.32	44.85	37.59	38.57	42.4	37.63	41.61
Risk free rate (%)	6.85	6.9	6.95	7.04	7.1	7	7.07
Exercise price (Rs.)	2	2	2	2	2	2	2
Dividend yield (%)	1.09	1.09	0.96	0.96	0.96	0.96	0.96
Fair value per vest	445.56	440.83	511.16	507.48	502.73	508.48	503.73
Vest %	50	50	33.33	33.33	33.34	50	50
<b>Option fair value</b>	<b>443.2</b>	<b>443.2</b>	<b>507.12</b>	<b>507.12</b>	<b>507.12</b>	<b>506.11</b>	<b>506.11</b>



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## For the year ended March 31, 2023

Particulars	Grant Date											
	24-Jun-22		12-Jul-22			25-Oct-22			10-Jan-23	31-Mar-23		
	Vest 1	Vest 1	Vest 2	Vest 3	Vest 1	Vest 2	Vest 3	Vest 1	Vest 1	Vest 2	Vest 3	
Expected Life (years)	1.38	1.35	3.12	4.12	1.83	2.83	3.83	1.59	1.61	2.61	3.61	
Volatility (%) *	49.22	48.32	48.94	47.3	44.57	50.31	45.76	43.46	42.46	43.33	46.97	
Risk free rate (%)	6.15	6.16	6.80	7.02	6.83	7.07	7.23	6.72	7.02	7.10	7.12	
Exercise price (Rs.)	2	2	2	2	2	2	2	2	2	2	2	
Dividend yield (%)	0	1.34	1.34	1.34	2.35	2.35	2.35	2.40	1.88	1.88	1.88	
Fair value per vest	266.86	254.58	248.79	245.58	202.94	198.31	193.79	198.46	256.93	252.25	247.65	
Vest %	100	33%	33%	33%	27%	36%	36%	100%	36%	32%	32%	
<b>Option fair value</b>	<b>266.86</b>	<b>249.65</b>	<b>249.65</b>	<b>249.65</b>	<b>197.93</b>	<b>197.93</b>	<b>197.93</b>	<b>198.46</b>	<b>252.47</b>	<b>252.47</b>	<b>252.47</b>	

\* The expected price volatility is based on the historic volatility (based on remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

## 38 Additional Information as per Section 129 of the Companies Act, 2013 – Annexure I

39 No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Group to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Group from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Group shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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## 40 Additional disclosures

### (i) Trade Receivables ageing:

Particulars	Not due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	5,871	1,440	9	-	-	-	7,320
	[6,576]	[715]	[18]	[(5)]	[(3)]	[(3)]	[7,298]
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
Undisputed trade receivables – credit impaired	-	25	50	42	28	43	188
	[-]	[20]	[31]	[25]	[17]	[92]	[185]
Disputed trade receivables – considered good	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
Disputed trade receivables – credit impaired	-	-	-	-	-	46	46
	[-]	[-]	[-]	[-]	[29]	[19]	[48]
<b>Total</b>	<b>5,871</b>	<b>1,465</b>	<b>59</b>	<b>42</b>	<b>28</b>	<b>89</b>	<b>7,554</b>
	<b>[6,576]</b>	<b>[735]</b>	<b>[49]</b>	<b>[20]</b>	<b>[43]</b>	<b>[108]</b>	<b>[7,531]</b>

Figures in brackets are for previous year i.e. as at March 31, 2023.

Details above are computed from the due date of payment

### (ii) Trade payables ageing:

Particulars	Accruals	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	25	16	0	-	-	-	41
	[30]	[13]	[0]	[(0)]	[(0)]	[0]	[43]
Others	2,592	457	79	2	4	49	3,183
	[2,234]	[233]	[146]	[25]	[42]	[49]	[2,729]
Disputed dues – MSME	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
Disputed dues – Others	-	-	-	-	-	-	-
	[-]	[-]	[-]	[-]	[-]	[-]	[-]
<b>Total</b>	<b>2,617</b>	<b>473</b>	<b>79</b>	<b>2</b>	<b>4</b>	<b>49</b>	<b>3,224</b>
	<b>[2,264]</b>	<b>[246]</b>	<b>[146]</b>	<b>[25]</b>	<b>[42]</b>	<b>[49]</b>	<b>[2,772]</b>

Figures in brackets are for previous year i.e. as at March 31, 2023.

Details above are computed from the due date of payment.

### (iii) Shares held by promoters at the end of year:

Particulars	No of Shares	% of total Shares	% Change during the year
Swallow Associates LLP	60,586,344	26.73	(0.02)
	[60,586,344]	[26.75]	[(0.03)]
Summit Securities Limited	25,028,127	11.04	(0.01)
	[25,028,127]	[11.05]	[0.01]
Instant Holdings Limited	19,177,651	8.46	(0.01)
	[19,177,646]	[8.47]	[0.05]

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

Particulars	No of Shares	% of total Shares	% Change during the year
Sofreal Mercantrade Private Limited	6,002,920	2.65	-
	[6,002,920]	[2.65]	[0.04]
Chattarpati Apartments LLP	228,500	0.10	-
	[228,500]	[0.10]	[-]
Harsh Vardhan Goenka	149,990	0.07	-
	[149,990]	[0.07]	[-]
STEL Holdings Limited	108,018	0.05	-
	[108,018]	[0.05]	[0.05]
RPG Ventures Limited	161,660	0.07	-
	[161,660]	[0.07]	[0.01]
AVG Family Trust through Trustees, Mr. Harsh Vardhan Goenka and Mr. Anant Goenka	10	0	-
	[10]	[0]	[-]
Ishaan Goenka Trust through Trustee, Mr. Harshvardhan Goenka	10	0	-
	[10]	[0]	[-]
Navya Goenka Trust through Trustee, Mr. Harshvardhan Goenka	10	0	-
	[10]	[0]	[-]
RG Family Trust through Trustee, Mr. Harsh Vardhan Goenka and Mr. Anant Goenka	10	0	-
	[10]	[0]	[-]
Nucleus Life Trust through Trustee, Mr. Harshvardhan Goenka	5	0	-
	[5]	[0]	[-]
Prism Estates Trust through Trustee, Mr. Harshvardhan Goenka	5	0	-
	[5]	[0]	[-]
Secura India Trust through Trustee, Mr. Harshvardhan Goenka	10	0	-
	[10]	[0]	[0.00]
Stellar Energy Trust through Trustee, Mr. Harshvardhan Goenka	-	-	-
	[-]	[-]	[0.00]
Sudarshan Electronics and TV LTD	-	-	(0.00)
	[5]	[0]	[-]

Figures in brackets are for previous year i.e. as at March 31, 2023

### (iv) Capital work-in-progress Ageing:

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	52	-	-	-	52
	[0]	[-]	[-]	[-]	[0]

Figures in brackets are for previous year i.e. as at March 31, 2023

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024

(All amounts in INR Million, unless otherwise stated)

### (v) Data Back up in ERP system:

The Company and its Indian subsidiary were using legacy ERP (on premise) system till September 30,2023 and from October 1, 2023, the Company and its Indian subsidiary has migrated to new ERP (cloud-based system), an advanced ERP system. For legacy ERP system the back-ups were happening on daily basis and stored on servers within the Company and its Indian subsidiary. Weekly full back ups are happening in the new ERP system as per the audit report provided by the service organisation.

### (vi) Audit Trail:

The Company and its Indian subsidiary was using legacy ERP (on premise) system till September 30,2023 and from October 1, 2023, the Company and its Indian subsidiary has migrated to new ERP (cloud-based system), an advanced ERP system. The Company and its Indian subsidiary had enabled most of the logs in these ERP systems. However, since the new system has been implemented from October 1, 2023, which is under hyper care period (stabilisation) period audit trails were not enabled from October 1, 2023, to March 19, 2024. Post stabilisation of the system necessary audit logs have been enabled. However, since this is an evolving scenario, the Company is also evaluating and incorporating necessary changes as per requirements including updation of master data and changes at the underlying database level.

### For S R B C & CO LLP

Chartered Accountants  
ICAI Firm Registration No:324982E/E300003

### per Tridevlal Khandelwal

Partner  
Membership No: 501160

Place: Mumbai

Date: April 25, 2024

For and on behalf of the Board of Directors of

**Zensar Technologies Limited**

### H.V. Goenka

Chairman  
DIN: 00026726

### Sachin Zute

Chief Financial Officer

Place: Mumbai

Date: April 25, 2024

### Manish Tandon

CEO and Managing Director  
DIN: 07559939

### Gaurav Tongia

Company Secretary

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024  
(All amounts in INR Million, unless otherwise stated)

### 38 Additional information required by Schedule III:

Name of the Entity	Net Asset i.e., total assets minus total liabilities		Share in profit/(loss)		Share in Other Comprehensive Income (loss)		Share in Total Comprehensive Income / (Loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of Consolidated Other OCI	Amount	As % of Consolidated TCI	Amount
<b>Parent</b>								
<b>Zensar Technologies Limited</b>								
March 31, 2024	75.3%	26,806	71.7%	4,770	9.2%	20	69.7%	4,790
March 31, 2023	77.4%	23,027	94.2%	3,084	18.1%	109	82.4%	3,193
<b>Subsidiaries</b>								
<b>Zensar Technologies Inc.</b>								
March 31, 2024	13.0%	4,621	16.8%	1,117	40.7%	89	17.6%	1,206
March 31, 2023	11.6%	3,440	-8.1%	(266)	72.1%	433	4.3%	167
<b>Zensar Technologies (Singapore) Pte Limited</b>								
March 31, 2024	0.1%	23	0.1%	5	0.0%	(0)	0.1%	5
March 31, 2023	0.1%	26	0.1%	2	0.4%	2	0.1%	4
<b>Zensar Technologies (UK) Limited</b>								
March 31, 2024	10.9%	3,893	12.9%	860	51.3%	112	14.2%	972
March 31, 2023	11.2%	3,335	15.0%	492	11.3%	68	14.4%	560
<b>Foolproof Limited</b>								
March 31, 2024	0.1%	28	-0.4%	(26)	1.8%	4	-0.3%	(22)
March 31, 2023	0.2%	50	1.0%	34	1.7%	10	1.1%	44
<b>Foolproof (SG) Pte Limited</b>								
March 31, 2024	0.0%	(1)	0.1%	4	0.0%	0	0.1%	4
March 31, 2023	0.0%	(4)	-0.3%	(8)	0.0%	(0)	-0.2%	14
<b>Zensar (Africa) Holdings Proprietary Limited</b>								
March 31, 2024	0.0%	6	0.6%	37	-0.2%	(0)	0.5%	37
March 31, 2023	0.0%	12	0.0%	(1)	-0.2%	(1)	-0.1%	(2)
<b>Zensar (South Africa) Proprietary Limited</b>								
March 31, 2024	1.6%	554	6.2%	409	-7.0%	(15)	5.7%	394
March 31, 2023	0.7%	199	3.0%	99	-4.0%	(24)	1.9%	75
<b>Zensar Colombia S.A.S.</b>								
March 31, 2024	0.1%	35	0.1%	8	1.4%	3	0.2%	11
March 31, 2023	0.1%	22	0.2%	7	-0.4%	(2)	0.1%	5

## Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2024  
(All amounts in INR Million, unless otherwise stated)

Name of the Entity	Net Asset i.e., total assets minus total liabilities		Share in profit/(loss)		Share in Other Comprehensive Income (loss)		Share in Total Comprehensive Income / (Loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of Consolidated Other OCI	Amount	As % of Consolidated TCI	Amount
<b>Keystone Logic Mexico, S. DE R.L. DE C.V</b>								
March 31, 2024	0.5%	170	0.1%	8	7.4%	16	0.4%	24
March 31, 2023	0.5%	146	0.2%	7	5.1%	31	1.0%	38
<b>Zensar Technologies (Canada) Inc</b>								
March 31, 2024	0.1%	45	0.2%	16	0.1%	0	0.2%	16
March 31, 2023	0.1%	29	0.4%	14	0.0%	0	0.4%	14
<b>Zensar Information Technologies B.V.</b>								
March 31, 2024	0.1%	35	0.2%	11	0.1%	0	0.2%	11
March 31, 2023	0.1%	24	0.4%	14	0.2%	1	0.4%	15
<b>Zensar Technologies GmbH</b>								
March 31, 2024	0.0%	7	0.0%	1	0.1%	0	0.0%	1
March 31, 2023	0.0%	6	0.1%	3	0.0%	0	0.1%	3
<b>M3BI India Private Limited</b>								
March 31, 2024	1.7%	621	5.5%	364	-0.1%	(0)	5.3%	363
March 31, 2023	0.9%	258	5.8%	189	0.2%	1	4.9%	190
<b>M3BI LLC</b>								
March 31, 2024	1.3%	463	2.7%	180	23.8%	52	3.4%	232
March 31, 2023	2.4%	729	9.1%	299	6.1%	37	8.7%	336
<b>Adjustments arising out of consolidation</b>								
March 31, 2024	-4.8%	(1,687)	-16.8%	(1,114)	-28.7%	(63)	-17.3%	(1,176)
March 31, 2023	-5.2%	(1,536)	-21.1%	(693)	-10.7%	(64)	-19.5%	(757)
<b>Total</b>								
<b>March 31, 2024</b>	<b>100.0%</b>	<b>35,619</b>	<b>100.0%</b>	<b>6,650</b>	<b>100.0%</b>	<b>218</b>	<b>100.0%</b>	<b>6,868</b>
<b>March 31, 2023</b>	<b>100.0%</b>	<b>29,762</b>	<b>100.0%</b>	<b>3,276</b>	<b>100.0%</b>	<b>601</b>	<b>100.0%</b>	<b>3,877</b>
<b>Non controlling Interest</b>								
Zensar (South Africa) Proprietary Limited								
March 31, 2024	0.0%	-	0.0%	-	0.0%	-	0.0%	-
March 31, 2023	0.0%	-	0.0%	-	0.0%	-	0.0%	-



**Annexure - 1  
(FY 2023-24)  
AOC - 1**

**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in INR Million)

Name of the subsidiary	Reporting period for the subsidiary concerned	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign Subsidiaries	Share capital	Reserves & surplus	Other components of equity	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend/Dividend Approved	% of shareholding
1 Zensar Technologies Inc, USA	April 2023 -March 2024	USD Closing Rate 83.41	2,253	2,414	(46)	14,253	9,632	2,169	26,399	1,163	46	1,117	0	100%
2 Zensar Technologies (Singapore) Pte Limited, Singapore	April 2023 -March 2024	SGD Closing Rate 61.74	8	2	13	27	4	0	35	5	0	5	8	100%
3 Zensar (South Africa) Proprietary Limited, South Africa	April 2023 -March 2024	ZAR Closing Rate 4.37	4	529	21	2,549	1,995	0	5,952	569	160	409	38	75%
4 Zensar (Africa) Holdings Proprietary Limited, South Africa	April 2023 -March 2024	ZAR Closing Rate 4.37	6	15	(15)	7	1	4	0	37	0	37	44	100%
5 Zensar Technologies (UK) Limited, UK	April 2023 -March 2024	GBP Closing Rate 105.03	4	3,414	475	5,653	1,760	1,137	10,302	1,139	279	860	414	100%
6 Foolproof Limited, UK	April 2023 -March 2024	GBP Closing Rate 105.03	0	9	19	581	553	0	1,632	(42)	(16)	(26)	0	100%
7 Foolproof (SG) Pte. Limited, Singapore	April 2023 -March 2024	SGD Closing Rate 61.74	2	(13)	10	0	1	0	0	4	0	4	0	100%
8 Keystone Logic Mexico, S. DE R.L. DE C.V., Mexico **	April 2023 -March 2024	MXN Closing Rate 5.03	3	122	45	189	19	0	149	13	5	8	0	100%
9 M3BI India Private Limited, India	April 2023 -March 2024	INR	0	621	0	776	155	103	1,680	465	101	364	0	100%
10 M3BI LLC, USA	April 2023 -March 2024	USD Closing Rate 83.41	0	411	52	1,390	927	434	4,911	199	19	180	455	100%
11 Zensar Colombia S.A.S., Colombia **	April 2023 -March 2024	COP Closing Rate 0.02	18	12	5	61	26	0	264	14	6	8	0	100%
12 Zensar Technologies (Canada) Inc, Canada	April 2023 -March 2024	CAD Closing Rate 61.27	4	40	1	68	23	0	340	22	6	16	0	100%
13 Zensar Information Technologies B.V., Netherlands	April 2023 -March 2024	EUR Closing Rate 89.88	2	32	1	48	13	0	65	14	3	11	0	100%
14 Zensar Technologies GmbH, Germany	April 2023 -March 2024	EUR Closing Rate 89.88	2	5	0	13	6	0	25	3	2	1	0	100%

\*\* Accounting year of these entities as per local statute is January to December. However for consolidation and above disclosure, April to March is considered

**Notes :**

1. Name of subsidiary yet to commence operations Nil
2. Name of subsidiaries which have been liquidated or sold during the year Nil

**Part "B": Associates and Joint Ventures is not applicable to the Company as the Group does not have any Associate Companies and Joint Ventures**

**AOC - 1  
(FY 2022-23)**

**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

Name of the subsidiary	Reporting period for the subsidiary concerned	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign Subsidiaries	Share capital	Reserves & surplus	Other components of equity	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend/Dividend Approved	% of shareholding
1 Zensar Technologies Inc, USA	April 2022 -March 2023	USD Closing Rate 82.17"	2,252	1,461	(274)	13,828	10,388	2,047	28,061	(307)	(41)	(266)	-	100%
2 Zensar Technologies (Singapore) Pte Limited, Singapore	April 2022 -March 2023	SGD Closing Rate 61.79"	8	8	13	31	4	-	26	2	-	2	-	100%
3 Zensar (South Africa) Proprietary Limited, South Africa	April 2022 -March 2023	ZAR Closing Rate 4.62"	4	158	37	2,227	2,028	-	5,417	182	83	99	-	75%
4 Zensar (Africa) Holdings Proprietary Limited, South Africa	April 2022 -March 2023	ZAR Closing Rate 4.62"	6	20	(14)	13	1	4	-	(1)	0	(1)	-	100%
5 Zensar Technologies (UK) Limited, UK	April 2022 -March 2023	GBP Closing Rate 101.65"	4	2,968	363	4,906	1,572	1,101	8,960	601	109	492	502	100%
6 Foolproof Limited, UK	April 2022 -March 2023	GBP Closing Rate 101.65 "	0	35	15	779	729	-	1,836	44	11	34	-	100%
7 Foolproof (SG) Pte. Limited, Singapore	April 2022 -March 2023	SGD Closing Rate 61.79 "	3	(17)	10	3	7	-	63	-8	1	(8)	-	100%
8 Keystone Logic Mexico, S. DE R.L. DE C.V., Mexico **	April 2022 -March 2023	MXN Closing Rate 4.54"	3	113	29	164	18	-	117	9	2	7	-	100%
9 M3BI India Private Limited, India	April 2022 -March 2023	INR	0	258	-	400	142	-	1,113	251	62	189	-	100%
10 M3BI LLC, USA	April 2022 -March 2023	USD Closing Rate 82.17"	-	686	43	1,482	753	-	4,242	278	(21)	299	-	100%
11 Zensar Colombia S.A.S., Colombia **	April 2022 -March 2023	COP Closing Rate 0.02"	18	4	0	32	11	-	128	11	4	7	-	100%
12 Zensar Technologies (Canada) Inc, Canada	April 2022 -March 2023	CAD Closing Rate 60.67"	4	24	1	61	32	-	289	19	5	14	-	100%
13 Zensar Information Technologies B.V., Netherlands	April 2022 -March 2023	EUR Closing Rate 89.44"	2	21	1	41	17	-	68	17	3	14	-	100%
14 Zensar Technologies GmbH, Germany	April 2022 -March 2023	EUR Closing Rate 89.44"	2	3	0	12	6	-	31	4	1	3	-	100%

\*\* Accounting year of these entities as per local statute is January to December. However for consolidation and above disclosure, April to March is considered

**Notes :**

1. Name of subsidiary yet to commence operations Nil
2. Name of subsidiaries which have been liquidated or sold during the year

During the year ended March 31, 2023, Cynosure Interface Services Private Limited got merged with its holding company Zensar Technologies Limited wef April 1, 2021

**Part "B": Associates and Joint Ventures is not applicable to the Company as the Group does not have any Associate Companies and Joint Ventures**

# Glossary

## List of key abbreviations

Abbreviation	Full form
AC	Air Conditioner
ACE LeAP	ACE Leadership Acceleration Program
AI	Artificial Intelligence
AWS	Amazon Web Services
BCMS	Business Continuity Management Standard
BEAT	Base Erosion and Anti-abuse Tax
BFSI	Banking, Financial Services, and Insurance
BPS	Basis Point
BU	Business Unit
CAGR	Compound Annual Growth Rate
CCTV	Closed Circuit Television
CD	Compact Disc
CEO	Chief Executive Officer
CFC	Chloro Fluoro Carbon
CFO	Chief Financial Officer
CHRO	Chief Human Resources Officer
CII	Confederation of Indian Industries
COO	Chief Operating Officer
CTO	Chief Technology Officer
CVS	Chiller Visualization System
DAP	Development Action Plan
DFS	Digital Foundation Services
DG	Diesel Generator
DICES	Distributed Intelligent Contract Enforcement System
DLT	Distributed Ledger Technology
DNA	Deoxyribose Nucleic Acid
DSIR	Department of Scientific and Industrial Research
DSO	Days Sales Outstanding
D&I	Diversity and Inclusion

Abbreviation	Full form
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortization
EHS	Environment Health and Safety
EHSEn	Environment, Health, Safety, and Energy
EMS	Electronic Manufacturing Services
EPS	Earnings Per Share
ERM	Enterprise Risk Management
ESG	Environmental Social Governance
ExCom	Executive Committee
EVP	Earned Value Professional
FIT LeAP	First Time Leaders - Leadership Acceleration Program
FTA	Free Trade Area
FY	Financial Year
GCP	Google Cloud Platform
GHG	Greenhouse Gas
GIS	Geographic Information System
GJ	Giga Joules
GRI	Global Reporting Initiative
HDD	Hard Disk Drive
HTD	Hire Train Deploy
HVAC	Heating, Ventilation, and Air Conditioning
ID	Identity Card
IGBC	Indian Green Building Council
IoT	Internet of Things
IR	Integrated Reporting
ISMS	Information Security Management System
ISO	International Organization for Standardization
IT	Information Technology
KPI	Key Performance Indicator

Abbreviation	Full form
kWh	Kilo Watt Hour
kWp	Kilo Watt Peak
LED	Light Emitting Diode
LGBTQ+	Lesbian, Gay, Bisexual, Transgender, and Queer
L&D	Learning and Development
ML Ops	Machine Learning Operations
MT	Metric Ton
M&A	Mergers and Acquisitions
NBC	National Building Code
NHM	National Health Mission
NFT	Non-Fungible Tokens
NOx	Nitrogen Oxides
ODC	Offshore Development Center
ODS	Ozone Depleting Substances
OIC	Observing, Investing, and Collaborating
OPD	Outdoor Patient Department
OpCom	Operating Committee
OWC	Organic Waste Converter
PAS	Power Assisted Steering
PAT	Profit After Tax
PDS	Public Distribution System
PM	Particulate Matter
POSH	Policy for Prevention of Sexual Harassment
PwD	Persons with Disabilities
P&L	Profit and Loss
RFID	Radio Frequency Identification
RoI	Return on Investment
RPA	Robotic Process Automation
RPG Group	Rama Prasad Goenka Group
RTP	Rapid Thermal Processing

Abbreviation	Full form
R&D	Research and Development
SASB	Sustainability Accounting Standards Board
SDG	Sustainable Development Goals (Additional information is available at <a href="https://www.undp.org/sustainable-development-goals">https://www.undp.org/sustainable-development-goals</a> )
SEZ	Special Economic Zones
SFA	Strategic Focus Area
SFDC	Salesforce Dot Com
SME	Small and Medium Enterprises
SOx	Sulphur Oxides
SPCB	State Pollution Control Board
STP	Sewage Treatment Plant
SUP	Single Use Plastic
TAZ	Talent @ Zensar App
tCO <sub>2</sub> e	Tonnes of Carbon Dioxide Equivalent
TCV	Total Contract Value
TOD	Time of Day
TTG	Technological Transformation Group
VBU	Vertical Business Unit
VR	Virtual Reality
UNGC	United Nations Global Compact
UNGCN	United Nations Global Compact Network
UNWEP	United Nations Women Empowerment Principles (Additional information is available at <a href="#">Endorse the Women's Empowerment Principles   UN Global Compact</a> )
UPS	Uninterrupted Power Supply
WiT	Women in Technology
YoY	Year on Year
ZAAP	Zensar Associate Assistance Program
ZAIRA	Zensar's AI-enabled Immersive Reality Accelerator

# GRI Content Index

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#### Disclaimer

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