



Date: November 22, 2022

BSE Limited

Corporate Service Department,
01st Floor, P. J. Towers,
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, 03rd 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 Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Further to our intimations dated October 20, 2022 and November 2, 2022, and *inter-alia*, pursuant to Regulation 30 of the Listing Regulations, as amended from time to time, and other applicable provisions, if any, please find enclosed herewith the Notice of Postal Ballot, along with Explanatory Statement appended thereto ("Notice"), seeking approval of Members for:

- Appointment of Pravin Udhavara Bhadya Rao (DIN: 06782450) as a Non-Executive, Independent Director of the Company, not liable to retire by rotation; and
- Appointment of Anant Vardhan Goenka (DIN: 02089850) as Interim Managing Director of the Company.

Pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, to the extent applicable (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) and Regulation 44 of the Listing Regulations, General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 02/2021, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, June 23, 2021, December 8, 2021 and May 5, 2022 respectively ("MCA Circulars") and subject to all other applicable laws, rules and regulations, the Company has engaged the services of KFin Technologies Limited (formerly known as *KFin Technologies Private Limited*), the Company's RTA, for providing remote e-Voting facility to its Members, to enable them to cast their votes electronically, during the below mentioned period:

Cut-off date	Friday, November 18, 2022
Remote e-voting commencement date and time	Wednesday, November 23, 2022 (9.00 A.M. IST)
Remote e-voting conclusion date and time	Thursday, December 22, 2022 (5.00 P.M. IST)

An  Company



In accordance with MCA Circulars, the Notice is being sent through electronic mode to all the Members of the Company, whose e-mail Id's are registered with the Company/Depository Participant(s) and whose names appear in the Register of Members/Record of Depositories as on the cut-off date and also being made available on the website of the Company at www.zensar.com.

Members who have not yet registered/updated their email Id's, may do so by following the procedure, as set out in notes to the Notice.

The results of Postal Ballot through remote e-voting, shall be announced on or before Saturday, December 24, 2022.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Zensar Technologies Limited**



Gaurav Tongia
Company Secretary

Encl.: As above

An  **RPG** Company



ZENSAR TECHNOLOGIES LIMITED

CIN: L72200PN1963PLC012621

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

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

Phone: 020-66057500 | **Fax:** 020-66057888

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given that the resolution(s) set out below are proposed for approval by the Members of Zensar Technologies Limited ("the Company") by means of Postal Ballot ("Postal Ballot Notice / Notice") through Remote e-Voting pursuant to and in compliance with the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, *inter-alia*, conducting postal ballot through e-Voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 02/2021, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021 June 23, 2021, December 8, 2021 and May 5, 2022 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through email to all the Members whose names appear on the Register of Members/List of Beneficial Owners/Record of Depositories as on Friday, November 18, 2022 ("cut-off date") and who have registered their email address with the Company/KFin Technologies Limited (previously known as KFin Technologies Private Limited), Registrar and Transfer Agent ("RTA") of the Company ("Kfin" or "Kfintech") or their respective Depository Participant(s). Hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and postage pre-paid business reply envelope will not be sent to the Members and Members are required to communicate their assent or dissent only through the remote e-Voting only.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (including any Committee(s) thereof) of the Company ("Board"), has appointed Sridhar Mudaliar (FCS 6156) and failing him, Sheetal Joshi (FCS 10480) of M/s. SVD & Associates, Practicing Company Secretaries, Pune as the Scrutinizer for conducting the Postal Ballot through e-Voting process in a fair and transparent manner.

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

SPECIAL BUSINESS:

Item No. 1 - Appointment of Pravin Udhyavara Bhadya Rao (DIN: 06782450) as a 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 a Special Resolution(s):

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule IV to the Act and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, Pravin Udhyavara Bhadya Rao (DIN: 06782450), who was appointed as an Additional Director designated as Non-Executive, Independent Director of the Company, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, to hold office for a period of 5 (five) consecutive years commencing from September 26, 2022 to September 25, 2027 (both days inclusive) and who meets the criteria of independence as provided *inter-alia*, in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the 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 pursuant to Section 160 of the Act, proposing his candidature for the office of Directorship, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the aforesaid period.

FURTHER RESOLVED THAT, any of the Directors of the Company (including Committee thereof), and/or Chief Financial Officer and/or Global Finance Controller and/or Vice President, Business Finance and/or Head Treasury, Taxation and Commercials and/or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies.

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate any or all of its powers vested on it by this resolution(s) to any of its Committee(s) or Individual Director(s) or other Officer(s) or Executive(s) of the Company or such other person(s) like advisor(s), advocate(s), attorney(s), lawyer(s), etc. or any other appropriate agency of persons as may be necessary or

desirable, and to settle any question(s), difficulty(ies) or doubt(s) that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the appointment, without being required to seek any further consent, concurrence or approval and/ or consent of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval and/or consent, expressly by the authority of this resolution(s).

FURTHER RESOLVED THAT certified true copy of this resolution(s) be provided to all concerned, as and when required, under the signatures of any of the Director(s) or Chief Financial Officer or Company Secretary of the Company.”

Item No. 2 - Appointment of Anant Vardhan Goenka (DIN: 02089850) as Interim Managing Director of the Company.

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

“**RESOLVED THAT**, pursuant to the provisions of Section(s) 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) read with schedule V of the Act (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company, and subject to other applicable regulatory approvals, as may be required, the approval and/or consent of the Members, be and is hereby accorded for appointment of Anant Vardhan Goenka (DIN: 02089850) as Interim Managing Director effective November 2, 2022 for a period up to the next Annual General Meeting of the Company or 31st July, 2023 whichever is earlier, as an interim arrangement till Ajay Singh Bhutoria fully recovers to attend office, on such terms and conditions, as approved by the Board at its meeting held on November 2, 2022 upon recommendation(s) of Nomination and Remuneration Committee and Audit Committee of the Company.

FURTHER RESOLVED THAT all the requisite authorities/delegation, earlier granted by the Board, in favour of the Managing Director, would vest with Anant Vardhan Goenka, effective November 2, 2022, until the expiry of his term, as stated above.

FURTHER RESOLVED THAT no remuneration would be payable to Anant Vardhan Goenka in his capacity as Interim Managing Director.

FURTHER RESOLVED THAT the Board of Directors (“Board”) including any Committee thereof, be and is hereby authorised to alter and vary the terms and conditions of appointment *inter-alia* , in accordance with the provisions of Section 197, read with Schedule V of the Act (including any statutory modification(s) or re enactment(s) thereof, for the time being in force).

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion may deem necessary, expedient or desirable, in order to give effect to this resolution(s), including finalising,

varying, settling, modifying the terms and conditions of the proposed appointment, to settle, clarify and finalise all issues that may arise in this regard, without requiring the Board to secure any further consent, concurrence or approval and/or consent, of the Members of the Company, to negotiate, finalise, amend, alter, modify, etc. the terms and conditions and/or any other appointment documents (including providing such representations, warranties, indemnity(ies) and covenant(s) as may be required) and to execute, deliver and perform such agreement(s), other contract(s), deed(s), undertaking(s) and other document(s) and subsequent modification thereto; to file application(s) and make representation(s) in respect thereof and seek the requisite approval(s) from the relevant authority(ies) and third party(ies), including governmental authority(ies); to suitably inform and apply to all the concerned authorities, to settle any question, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may, in its absolute discretion, and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution(s).

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate any or all of its powers vested on it by this resolution(s) to any of its Committee(s) or Individual Director(s) or other Officer(s) or Executive(s) of the Company or such other person(s) like advisor(s), advocate(s), attorney(s), lawyer(s), etc. or any other appropriate agency of persons as may be necessary or desirable, and to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the appointment hereunder, without being required to seek any further consent, concurrence or approval and/or consent of the members or otherwise to the end and intent that the Members shall be deemed to have given their approval and/or consent, expressly by the authority of this resolution(s).

FURTHER RESOLVED THAT, any of the Directors of the Company, and/or Chief Financial Officer, and/or Global Finance Controller and/or Head Treasury, Taxation and Commercial and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things including but not limited to necessary filing with relevant authority(ies), to give effect to the foregoing resolution(s) including finalisation and execution of agreement(s), if any, and issuing certified true copy of this resolution(s)."

By Order of the Board of Directors
For Zensar Technologies Limited

Gaurav Tongia
Company Secretary
(M. No. F5955)

Mumbai, November 15, 2022

Registered Office:

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

NOTES:

1. The Explanatory Statement as required, *inter-alia*, under Section 102 of the Act, setting out the material facts pertaining to the resolution are annexed hereto along with Notice for your consideration.
2. Additional information, *inter-alia*, pursuant to Regulation 36 of the Listing Regulations, in respect of Directors seeking appointment through Postal Ballot, forms part of the Notice. Unless otherwise stated or the context so requires, the contents of this Notice, resolution(s) and explanatory statement are to be read together.
3. The Notice and Explanatory Statement with requisite enclosure(s), have also been made available on the website of the Company i.e. www.zensar.com and on the website of the e-Voting agency viz. KFin Technologies Limited at <https://evoting.kfintech.com/> All dates and times mentioned herein, are as per Indian Standard Time.
4. In compliance with Section 108 and other applicable provisions of the Act, read with the related Rules, Listing Regulations and other law(s) as applicable, the Company is pleased to provide e-Voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged services of KFin Technologies Limited for this purpose. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 18, 2022 ("cut-off date") will be entitled to cast their vote(s). Members seeking to inspect documents referred hereunder can send an email to investors@zensar.com, upto last date of voting i.e. Thursday, December 22, 2022. A person who is not a Member as on the cut-off date, should treat this Notice for information purposes only.
5. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-Voting instructions.
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date fixed for the purpose.
7. Remote e-Voting commences on Wednesday, November 23, 2022 (09.00 AM IST) and ends on Thursday, December 22, 2022 (5.00 PM IST). Members are requested to follow the procedure as stated in the procedure and instructions for remote e-Voting for casting their vote.
8. A Member cannot exercise his/her vote(s) through Proxy on Postal Ballot. However, Corporate and Institutional Members shall be entitled to vote through their authorised representatives as per e-Voting instructions mentioned in the notice.

9. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Company Secretary or any other authorised personnel of the Company. The results of the Postal Ballot will be announced on or before Saturday, December 24, 2022. The said results would be displayed at the Registered Office of the Company and on its website at www.zensar.com and simultaneously intimated to the Depositories, National Stock Exchange of India Limited, BSE Limited and Registrar and Share Transfer Agent (<https://evoting.kfintech.com/>).
10. The resolution(s) passed by the requisite majority, shall be deemed to be passed on the last date specified for e-Voting i.e. Thursday, December 22, 2022 and as if they have been passed at a General Meeting of the Members.
11. The advertisement confirming dispatch of this Notice, by electronic mode, is also being published in newspaper viz. Financial Express (all editions) and Loksatta (Pune Edition). Requisite related filings made with the Stock Exchange(s), are/will be available on the website of the Company and can be accessed by the Members on the weblink: www.zensar.com.
12. Members who have not registered/updated their email Id's so far, are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Type of Holder	Process to be followed	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes/update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rule 19(1) of Companies (Share Capital and Debenture) Rules, 2014	Form SH-13

Type of Holder	Process to be followed	
	Cancellation of nomination by the holder(s) (along with ISR-3)/Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares held in physical form	Form ISR-4
	Members may download all the Forms from website of the Company or RTA i.e. www.zensar.com or www.kfintech.com	

13. Shareholders may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose and the shareholders may update their email address by accessing the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
14. Members are requested to address all correspondence, including dividend related matters, to (RTA):

KFin Technologies Limited,
 (Unit: Zensar Technologies Limited)
 Selenium Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally
 Mandal, Hyderabad 500 032, Telangana.
 Toll Free No.1800 3094 001
 Email: einward.ris@kfintech.com

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

I. Individual Shareholder holding securities in Demat Form:

- Login through Depositories:

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Listing Regulations on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

NSDL	CDSL
<p>1. User already registered for IDeAS (Internet-based Demat Account Statement) facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the e-Voting period.</p>	<p>1. Existing user who have opted for Easi/Easiest:</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login</p> <p style="text-align: center;">Or</p> <p>URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with User ID and Password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>

NSDL	CDSL
<p>2. User not registered for IDeAS e-Services:</p> <p>I. To register click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields</p> <p>Post registration is completed, follow the process as stated in point no. 1 above.</p>	<p>2. User not registered for Easi/Easiest:</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>Post registration is completed, follow the process as stated in point no. 1 above.</p>
<p>3. By visiting the e-Voting website of NSDL:</p> <p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.</p> <p>3. By visiting the e-Voting website of CDSL:</p>	<p>3. By visiting the e-Voting website of CDSL:</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP (e-Voting Service Provider) where the e-Voting is in progress.</p> <p>V. Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.</p>

- Login through Depository Participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.

Important Note:

Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43

II. Non-Individual shareholders and shareholders holding securities in Physical Form:

- Initial Password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and Password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and Password for casting your vote.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT i.e. Zensar Technologies Limited.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- j. Members holding multiple folios/demat accounts shall carry out the voting process separately for each folio/demat account.
- k. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to upload scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc,. together with attested specimen signature(s) of the duly authorised representative(s), on the e-Voting portal and also send it to the Scrutinizer at email cs@svdandassociates.com with a copy marked to evoting@KFintech.com and investor@zensar.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Event No."
- l. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of <https://evoting.kfintech.com/> (KFintech website) or contact Kishore Jairam Naik, Senior Manager (Unit: Zensar Technologies Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or at evoting@kfintech.com or call KFintech's toll free No. 1800 309 4001 for any further clarifications.

STATEMENT EXPLAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE ACT

Item No. 1 – Appointment of Pravin Udhyavara Bhadya Rao (DIN: 06782450) as a Non-Executive, Independent Director of the Company, not liable to retire by rotation

The Board of Directors ("Board") of the Company, pursuant to Section 149, 150, 152 and 161 of the Companies Act, 2013 and the Articles of Association of the Company and subject to the approval of Members and any other approval as may be required from time to time, at its Meeting held on September 26, 2022, on the recommendation(s) of the Nomination and Remuneration Committee ("the Committee"), approved the appointment of Pravin Udhyavara Bhadya Rao (DIN: 06782450) ("U. B. Pravin Rao"), as an Additional Director in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a consecutive period of 5 (five) years effective from September 26, 2022 to September 25, 2027 (both days inclusive).

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Directors requires approval of the Members of the Company. Further, pursuant to amendment to Regulation 17(1C) of Listing Regulations, effective January 1, 2022, the approval of shareholders for this appointment is to be procured within a period of 3 (three) months from the date of appointment. U. B. Pravin Rao is eligible to be appointed as Non-Executive, Independent Director of the Company. The Company has received a notice from a member under Section 160 of the Act, proposing the candidature of U. B. Pravin Rao for the office of Director of the Company.

Based on the profile evaluation and skill(s) assessment, the Committee and the Board, are of the view that given the knowledge, experience and expertise, U. B. Pravin Rao's association will benefit the Company and hence his appointment is recommended to the Members for approval.

The Company has received relevant disclosures from U. B. Pravin Rao 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 he is not disqualified under Section 164(2) of the Act and;
- a declaration to the effect that he 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.

In the opinion of the Board, U. B. Pravin Rao fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations. Further, U. B. Pravin Rao has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated

that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Further, he has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Also, he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA"). U. B. Pravin Rao 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.

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. 1 of the Notice.

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. Further, the terms and conditions for appointment of Independent Directors are available on the website of the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee considers the appointment of U. B. Pravin Rao as an Independent Director in the interest of the Company and recommends the Special Resolution(s) set out at Item No. 1 of the Notice, for approval by the Members of the Company.

Item No. 2 - Appointment of Anant Vardhan Goenka (DIN: 02089850) as Interim Managing Director of the Company

The Board of the Company at its meeting held on November 2, 2022, pursuant to the recommendation of Nomination and Remuneration Committee and Audit Committee, unanimously approved appointment of Anant Vardhan Goenka (DIN: 02089850), as Interim Managing Director of the Company, effective immediately, as Ajay Singh Bhutoria, Chief Executive Officer and Managing Director has experienced a health ailment and would be able to resume his normal activities only after he recovers from the ailment. Anant Vardhan Goenka is presently a Non-Executive Non-Independent Director on the Board of the Company since January 21, 2019 and his appointment as Interim Managing Director is intended to provide leadership support and guidance to the Company.

Anant Vardhan Goenka has been appointed for a term up to the next Annual General Meeting of the Company or 31st July 2023, whichever is earlier, subject to approval of members and such other requisite approvals required under applicable law, rules and regulation(s), as an interim arrangement till Ajay Singh Bhutoria fully recovers to attend office. There would be no remuneration payable to Anant Vardhan Goenka in his capacity as Interim Managing Director.

Approval and/or consent of the Members is thus, being sought vide this resolution(s), *inter-alia*, in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Act and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

The Company has received requisite consent/intimation(s)/disclosure(s) as required under the Act and Rules made thereunder from Anant Vardhan Goenka, for considering this interim appointment. Anant Vardhan Goenka also satisfies the conditions as set out in Section 196 and schedule V to the Act for being eligible for appointment as Interim Managing Director of the Company. The interim appointment of Anant Vardhan Goenka is in compliance with the provisions of Sections 196, 197, 203, the rules made thereunder and other relevant and applicable provisions, if any, of the Act and the Articles of Association of the Company and the Listing Regulations. Further, he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The terms and conditions of his appointment have been provided as part of the resolution(s) and/or explanatory statement set out for Item No. 2.

Additional information*:

I. General Information	
i. Nature of Industry	Zensar is a leading digital solutions and technology services company that assists global organisations across industries on their path to Digital success. The Company has a presence across the globe with 40+ offices around the world. Its primary markets comprise of US, UK and South Africa.
ii. Date or expected date of commencement of commercial production	The Company was incorporated in the year 1963 and has already commenced commercial production since then.

<p>iii. Financial performance based on given indicators</p>	<p>Standalone Financial Performance based on given indicator: (INR Million)</p> <table border="1" data-bbox="614 214 1465 400"> <thead> <tr> <th>Particulars</th> <th>2021-22</th> <th>2020-21</th> <th>2019-20</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>17,626</td> <td>14,357</td> <td>14,612</td> </tr> <tr> <td>Profit before tax</td> <td>4,303</td> <td>3,732</td> <td>3,041</td> </tr> <tr> <td>Profit After Tax</td> <td>3,208</td> <td>2,896</td> <td>2,310</td> </tr> </tbody> </table> <p>Consolidated Financial Performance based on given indicator: (INR Million)</p> <table border="1" data-bbox="606 597 1457 783"> <thead> <tr> <th>Particulars</th> <th>2021-22</th> <th>2020-21</th> <th>2019-20</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>43,815</td> <td>38,068</td> <td>42,701</td> </tr> <tr> <td>Profit before tax</td> <td>5,741</td> <td>4,329</td> <td>3,757</td> </tr> <tr> <td>Profit After Tax</td> <td>4,163</td> <td>3,000</td> <td>2,634</td> </tr> </tbody> </table>	Particulars	2021-22	2020-21	2019-20	Total Revenue	17,626	14,357	14,612	Profit before tax	4,303	3,732	3,041	Profit After Tax	3,208	2,896	2,310	Particulars	2021-22	2020-21	2019-20	Total Revenue	43,815	38,068	42,701	Profit before tax	5,741	4,329	3,757	Profit After Tax	4,163	3,000	2,634
Particulars	2021-22	2020-21	2019-20																														
Total Revenue	17,626	14,357	14,612																														
Profit before tax	4,303	3,732	3,041																														
Profit After Tax	3,208	2,896	2,310																														
Particulars	2021-22	2020-21	2019-20																														
Total Revenue	43,815	38,068	42,701																														
Profit before tax	5,741	4,329	3,757																														
Profit After Tax	4,163	3,000	2,634																														
<p>iv. Foreign investments or collaborations if any</p>	<p>The Company has investments in various wholly owned subsidiary(ies) located outside India.</p>																																
<p>II. Information about the appointee</p>																																	
<p>i. Background details</p>	<p>Set out in brief profile, herein.</p>																																
<p>ii. Past remuneration</p>	<p>The appointee proposed has been on the Board of Zensar since January 2019 and receiving commission as per the provisions of the Act. The details of Commission paid since his appointment are as below:</p> <table border="1" data-bbox="606 1240 1457 1474"> <thead> <tr> <th>Sr. No.</th> <th>Particulars of Commission paid</th> <th>Amount (in INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Commission paid in FY 2019-20</td> <td>200,000</td> </tr> <tr> <td>2.</td> <td>Commission paid in FY 2020-21</td> <td>800,000</td> </tr> <tr> <td>3.</td> <td>Commission paid in FY 2021-22</td> <td>1,000,000</td> </tr> </tbody> </table>	Sr. No.	Particulars of Commission paid	Amount (in INR)	1.	Commission paid in FY 2019-20	200,000	2.	Commission paid in FY 2020-21	800,000	3.	Commission paid in FY 2021-22	1,000,000																				
Sr. No.	Particulars of Commission paid	Amount (in INR)																															
1.	Commission paid in FY 2019-20	200,000																															
2.	Commission paid in FY 2020-21	800,000																															
3.	Commission paid in FY 2021-22	1,000,000																															
<p>iii. Recognition or awards</p>	<p>Anant Vardhan Goenka has been recognised by Forbes as the “Next Generation Business Leader of the Year” in 2017 and as “India’s 40 under 40 Business Leaders” by Economic Times-Spencer Stuart. He also led CEAT to win the Deming Prize in 2017, one of the most prestigious global quality awards in the world.</p>																																
<p>iv. Job profile and his suitability</p>	<p>For the interim period set out herein above, he shall be responsible for overall day-to-day management of the Company under the overall supervision and control of the Board of Directors of the Company.</p>																																

v. Remuneration proposed	There would be no remuneration payable to Anant Vardhan Goenka in his capacity as Interim Managing Director.
vi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Since there is no remuneration proposed to be paid hence not applicable. Profile and other relevant information are set out, herein.
vii. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Anant Vardhan Goenka is son of Harsh Vardhan Goenka, Chairman and Non-Executive, Non-Independent Director of the Company. The information about commission paid in past is set out in point No. ii, herein above.
III. Other information	
i. Reasons of loss or inadequate profits	Not Applicable
ii. Steps taken or proposed to be taken for improvement	
iii. Expected increase in productivity and profits in measurable terms	

**Note: There would be no remuneration payable to Anant Vardhan Goenka in his capacity as Interim Managing Director. Thus the aforesaid disclosure is not applicable however is being provided as additional information.*

Considering the strategic expertise and diverse experience including as Managing Director, of Anant Vardhan Goenka, the Board is of the opinion that this interim appointment necessitated by the aforesaid reason(s), will be in the overall interest of the Company and accordingly, recommends the resolution(s) set forth at Item No. 2 for the approval and/or consent, of Members by way of Ordinary Resolution(s). Either party could terminate this engagement by providing 90 (ninety) days' written notice. Anant Vardhan Goenka will continue to be liable to retire by rotation, *inter-alia*, in accordance with his first term of appointment as a Director of the Company which was approved by the shareholders at their meeting held on August 5, 2019. A completion of engagement herein as Interim Managing Director will not result in termination of his role as Non-Executive Director on the Board of the Company.

Ajay Singh Bhutoria has experienced a health ailment and would be able to resume his normal activities only after he recovers from the ailment, however due to privacy, legal/compliance and/or regulatory considerations, the Company is unable to provide further details. The Board has taken this step of appointing Interim Managing Director in order to ensure business continuity and leadership support. Since the Company operates in a service-oriented segment, hence it is important to have constant alignment with key leadership, both externally and internally. Anant Vardhan Goenka has been on the Board of the Company since January 2019, and has seen the business and Company evolve from close quarters. He will have full support from the Board, which *inter-alia*, includes domain experts which would aid the Interim Managing Director and key leadership in decision-making and execution of strategy, including by way of additional time spent, as may be required. Further, the Interim Managing Director will be assisted by the leadership team comprising of business leaders, delivery heads, chief financial officer and service line heads.

All the material documents referred to in the Notice and Explanatory Statement including the statutory forms, etc. are available for inspection by the shareholders, as per the Articles of Association and relevant rules and regulations, at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Thursday, December 22, 2022.

Brief profile along with additional information of Anant Vardhan Goenka, as required pursuant to Listing Regulations, the Act, SS-2 and other applicable rules and regulations, forms part of the Notice.

Except for Anant Vardhan Goenka and Harsh Vardhan Goenka, Chairman and Non-Executive, Non-Independent Director and their relatives, none of Directors or Key Managerial Personnel of the Company or their respective relatives (as per the Act and Rules made thereunder) are, in any way, concerned or interested, financially or otherwise, in the said Ordinary Resolution(s), except to the extent of equity shares held by them in the Company, if any.

By Order of the Board of Directors
For Zensar Technologies Limited

Gaurav Tongia
Company Secretary
(M. No. F5955)

Mumbai, November 15, 2022

Registered Office:

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

Additional information on Directors recommended for appointment as required under Listing Regulations and applicable Secretarial Standards:

Name	Pravin Udhyavara Bhadya Rao (U. B. Pravin Rao) (DIN: 06782450)	Anant Vardhan Goenka (DIN: 02089850)
Date of Birth	December 12, 1961	October 19, 1981
Age	60 years	41 years
Date of first appointment on Board	September 26, 2022	January 21, 2019, Date of Appointment as Interim Managing Director – November 2, 2022
Qualification	Degree in Electrical Engineering from Bangalore University, India	MBA from the Kellogg School of Management and a BS (Economics) from the Wharton School, University of Pennsylvania
Brief Profile	<p>U. B. Pravin Rao served as the Chief Operating Officer of Infosys Ltd. and a Whole-time Director of the Board of Infosys Ltd. from 2014 to 2021. He began his career as Software Engineer Trainee in August, 1986 and super-annuated in December 2021.</p> <p>U. B. Pravin Rao has over 35 years of industry experience. He has held a number of senior leadership roles at Infosys including Interim Chief Executive Officer and Managing Director, Head of Infrastructure Management Services, Delivery Head for Europe, and Head of Retail, Consumer Packaged Goods, Logistics and Life Sciences.</p>	<p>Anant Vardhan Goenka, presently Non-Executive Non-Independent Director of the Company, is the Managing Director and CEO of CEAT and a Member of the Management Board of RPG Enterprises.</p> <p>He is also a former Chairman of Automotive Tyre Manufacturers' Association (ATMA). Anant has over 20 years of experience during which he has worked in CEAT, KEC International and Hindustan Unilever.</p> <p>He has been recognised by Forbes as the "Next Generation Business Leader of the Year" in 2017 and as "India's 40 under 40 Business Leaders" by Economic Times-Spencer Stuart.</p>

	<p>As the Chief Operating Officer, U. B. Pravin Rao had overall strategic and operational responsibility for the entire portfolio of the Company's offerings. He oversaw the functions of global delivery, HR and business enablement. He was the Chairperson of Infosys BPM Limited, a subsidiary of the company, from October, 2014 to July, 2017. As a member of the Board of Infosys Ltd, he was a member of the Stakeholder Relationship Committee and the Corporate Social Responsibility Committee of the Board.</p> <p>U. B. Pravin Rao holds a degree in Electrical Engineering from Bangalore University, India. He was a member of the National Council of the Confederation of Indian Industry (CII) from 2015 thru 2021. He also serves on the Executive Council of National Association of Software and Service Companies (NASSCOM) since 2015 and was the Chairman of NASSCOM in FY21. He currently serves on the boards of Axis Finance Limited and Indegene Pvt. Ltd. as an Independent Director.</p>	<p>He also led CEAT to win the Deming Prize in 2017, one of the most prestigious global quality awards in the world.</p>
--	--	--

<p>Nature of expertise in specific functional area/ skills and capabilities</p>	<ul style="list-style-type: none"> • General Management and Business Operations • Thought Leadership • CEO/Senior Management Experience • IT Industry /Cyber security Experience • Risk Management • Human Resources Management • Strategy/M&A/Restructuring • Business Development/sales/ Marketing • International Business 	<ul style="list-style-type: none"> • General Management and Business Operations • Thought Leadership • CEO/Senior Management Experience, Public policy/ Governmental Regulation • Risk Management • Strategy/M&A/Restructuring • Corporate Governance • Business Development/ Marketing • International Business
<p>Directorships in other Companies</p>	<ol style="list-style-type: none"> 1. Axis Finance Limited 2. Indegene Private Limited 	<ol style="list-style-type: none"> 1. CEAT Limited 2. Spencer and Company Limited 3. Spencer Internationals Hotels Limited 4. RAYCHEM-RPG Private Limited 5. Seniority Private Limited 6. Evergreen Community Private Limited 7. Associated CEAT Holdings Company (Private) Limited (Sri Lanka) 8. CEAT Kelani Holdings (Private) Limited (Sri Lanka) 9. CEAT AKKHAN Limited (Bangladesh) 10. Associated CEAT (Private) Limited (Sri Lanka) 11. CEAT Kelani International Tyres (Private) Limited (Sri Lanka) 12. CEAT Kelani Radials (Private) Limited (Sri Lanka) 13. TAABI Mobility Limited 14. CEAT Auto Components Limited

Memberships of Committees in other Companies	Axis Finance Limited <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Nomination and Remuneration Committee • IT Strategy Committee 	CEAT Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee • Finance and Banking Committee
Number of Board meetings of the Company attended during FY 2022-23	U. B. Pravin Rao has attended 3 (three) Board Meetings which were held since his appointment.	Anant Vardhan Goenka has attended 4 (four) Board Meetings out of 6 (six) held during the year till his date of appointment
Listed entities from which proposed appointee has resigned as Director in past 3 years	None*	STEL Holdings Limited
No. of Shares held in the Company, including shareholding as a beneficial owner	None	10 Equity shares of Rs. 2 each as a Trustee of AVG Family Trust and 10 Equity shares of Rs. 2 each as a Trustee of RG Family Trust.
Disclosure of <i>inter-se</i> relationships between Directors and Key Managerial Personnel		As stated earlier, Anant Vardhan Goenka is son of Harsh Vardhan Goenka, Chairman and Non-Executive, Non-Independent Director of the Company.

**U. B. Pravin Rao super-annuated from Infosys Limited in December 2021.*

Note: Appointment of U. B. Pravin Rao is effective from September 26, 2022, accordingly last drawn remuneration is not applicable. He has, however attended 3 (three) board meetings since appointment and has been paid Rs. 3,00,000 as sitting fees. He would be paid remuneration/commission in accordance with the Nomination and Remuneration Policy of the Company and as approved by Nomination and Remuneration Committee/Board from time to time.

zensar

Intentionally left blank

Zensar Technologies Limited

Zensar Knowledge Park, Kharadi, Plot # 4, MIDC, Off Nagar Road, Pune 411014, India
Tel: +91-(20)6607 4000, 27004000 Fax: +91(20)66074433, www.zensar.com

An  Company