

Date: February 25, 2021

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

Fax: (022) 26598237/26598238

Symbol: ZENSARTECH

Series: EQ

Dear Sir/Madam,

Subject: Disclosure *inter-alia*, pursuant to Regulation 30(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the Board of Directors ("**Board**") of Zensar Technologies Limited (the "**Company**") at its meeting held on February 25, 2021, has *inter-alia* consented and authorised its wholly owned subsidiary, Zensar Technologies Inc. (a material subsidiary), to divest 100% of its equity shareholding, held by it in Aquila Technology Corp. ("**proposed divestment**"), subject to approval of relevant statutory, regulatory and/or governmental authority(ies), as may be required. The same has been approved/noted/concurred by the Board of the respective subsidiary(ies), as per the details below:

- Zensar Technologies Inc. holds 100% of equity in Aquila Technology Corp ("Aquila"). PSI Holding Group Inc ("PSI") a wholly owned subsidiary of Zensar Technologies Inc. was holding 100% of equity in Aquila till 31 October 2019. Effective November 2019, PSI distributed the stock of Aquila to Zensar Technologies Inc., pursuant to which Zensar Technologies Inc. holds 100% of equity in Aquila.
- Aquila is primarily engaged in providing information technology and consulting services to the United States Government and its contractors. Based on the service agreement between Aquila and a customer, which requires independence, separation of its operations and lack of interdependence of Aquila on its related affiliates/parent, the Zensar Group has no ability to direct the relevant activities of and exercise control over Aquila. Accordingly, with a view to focus on the core businesses of Zensar group, over which it can exercise control, it is proposed to divest the investment in Aquila.



The details in the prescribed format under Regulation 30(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with the circular dated September 9, 2015, as attached, form an integral part of this disclosure and have to be read in conjunction with the same.

We request you to kindly take the above information on record and acknowledge receipt of the same.

Thanking you,
Yours faithfully,

For **Zensar Technologies Limited**



Navneet Khandelwal
Chief Financial Officer

Encl.: As above

All dates and time mentioned herein are as per IST.

Divestment of 100% of equity shareholding of Aquila Technology Corp. held by Zensar Technologies Inc.									
Sl. No.	Disclosure Requirement	Details							
a.	the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">FY 2019-20</th> </tr> </thead> <tbody> <tr> <td>Revenue contributed</td> <td rowspan="4">Aquila Technology Corp ("Aquila") was acquired by Zensar Technologies Inc. as part of the group acquisition of PSI Holding Group Inc. ("PSI") in 2010. A service agreement between Aquila and a customer of Aquila, requires independence, separation of its operations and lack of interdependence of Aquila on its related affiliates/parent. Accordingly, this led to loss of control over Aquila for the Zensar Group, as the Zensar Group has no ability to direct the relevant activities of and exercise control over Aquila. Therefore, Aquila is not considered as a subsidiary of Zensar Technologies Inc. within the definition prescribed under Ind AS 110 and hence not consolidated by Zensar Group in the consolidated financial statements of Zensar Group as on March 31, 2020. Hence, not applicable.</td> </tr> <tr> <td>Percentage of revenue contributed</td> </tr> <tr> <td>Net worth of transferred business</td> </tr> <tr> <td>Percentage of net worth</td> </tr> </tbody> </table>	Particulars	FY 2019-20	Revenue contributed	Aquila Technology Corp ("Aquila") was acquired by Zensar Technologies Inc. as part of the group acquisition of PSI Holding Group Inc. ("PSI") in 2010. A service agreement between Aquila and a customer of Aquila, requires independence, separation of its operations and lack of interdependence of Aquila on its related affiliates/parent. Accordingly, this led to loss of control over Aquila for the Zensar Group, as the Zensar Group has no ability to direct the relevant activities of and exercise control over Aquila. Therefore, Aquila is not considered as a subsidiary of Zensar Technologies Inc. within the definition prescribed under Ind AS 110 and hence not consolidated by Zensar Group in the consolidated financial statements of Zensar Group as on March 31, 2020. Hence, not applicable.	Percentage of revenue contributed	Net worth of transferred business	Percentage of net worth
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Percentage of revenue contributed									
Net worth of transferred business									
Percentage of net worth									
b.	date on which the agreement for sale has been entered into;	February 25, 2021							
c.	the expected date of completion of sale/disposal;	March 4, 2021 or upon fulfilment of closing conditions, whichever is earlier, or such other date, as mutually agreed.							
d.	consideration received from such sale/disposal;	Sale Consideration comprising USD 600,000 in cash (payable partly on signing date and partly on fulfilment of mutually agreed conditions), subject to closing conditions and an additional deferred earnout of USD 600,000, based on performance, set out in the agreement for sale.							
e.	brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Business Integra Technology Solutions, Inc., 6550 Rock Spring Drive, Suite 600 Bethesda, MD 20817 is a global provider of information technology services and solutions.							

		Buyer does not belong to promoter / promoter group / group companies
f.	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Not Applicable
g.	additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable

