

Date: February 14, 2023

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")

With reference to Outcome of Board Meeting dated January 23, 2023 and pursuant to Regulation 30 of SEBI Regulations, as amended from time to time, and other applicable provisions, if any, please find enclosed herewith the Notice of Postal Ballot dated January 23, 2023, along with Explanatory Statement appended thereto ("Notice"), seeking approval of Members by way of Ordinary Resolution(s) for:

- Approval of appointment of Manish Tandon (DIN: 07559939) as Chief Executive Officer and Managing Director of the Company effective January 23, 2023, and underlying remuneration.

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, 03/2022 and 11/2022 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, May 5, 2022 and December 28, 2022 respectively ("MCA Circulars") and subject to all other applicable laws, rules and regulations, the Company has engaged services of KFin Technologies Limited, 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:

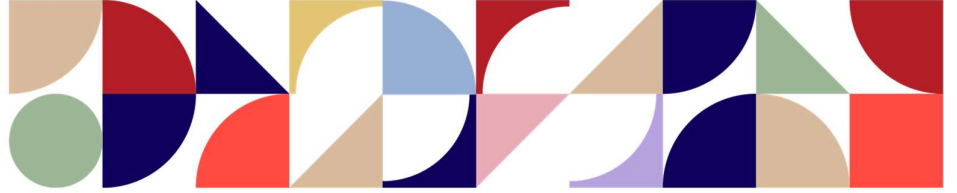
Cut-off date	Friday, February 10, 2023
Remote e-Voting commencement date and time	Thursday, February 16, 2023 (9.00 A.M. IST)
Remote e-Voting conclusion date and time	Friday, March 17, 2023 (5.00 P.M. IST)

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 name(s) appear in the Register of Members/Record of Depositories as on the cut-off date and is also being made available on the website of the Company at www.zensar.com.

An  **RPG** Company



zensar[™]



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 only, shall be announced on or before Tuesday, March 21, 2023.

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

CIN: L72200PN1963PLC012621
+(20) 6607 4000, 2700 4000
+(20) 6605 7888

www.zensar.com
investor@zensar.com

Zensar Technologies Limited, Zensar Knowledge
Park, Plot No. 4, MIDC Kharadi, Off Nagar Road,
Pune 411014



ZENSAR TECHNOLOGIES LIMITED

CIN: L72200PN1963PLC012621

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

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

Phone: 020-66074000 | **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 is 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 the provisions and in compliance with Section 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule(s) 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, 03/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, June 23, 2021, December 08, 2021, May 5, 2022, and December 28, 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, February 10, 2023 ("cut-off date") and who have registered their email address with the Company/Registrar and Transfer Agent ("RTA") of the Company KFin Technologies Limited ("Kfin" or "Kfintech")/Depositories or their respective Depository Participant(s). Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and postage pre-paid business reply envelope will not be sent to the Members and Members are required to communicate their assent or dissent only through the remote e-Voting.

Pursuant to Rule 22(5), the Board of Directors (including any Committee(s) thereof) of the Company ("Board"), at its meeting held on January 23, 2023, appointed Sridhar Mudaliar (FCS 6156) and failing him, Sheetal Joshi (FCS 10480) of M/s. SVD and Associates, Practicing Company Secretaries, Pune as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

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

SPECIAL BUSINESS:

Item No. 1 – Approval of appointment of Manish Tandon (DIN: 07559939) as Chief Executive Officer and Managing Director of the Company effective January 23, 2023, and underlying remuneration.

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 Companies Act, 2013 ("the Act"), and 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, and subject to such modification(s), variation(s) and change(s), as approved and acceptable to the Company and Manish Tandon (DIN: 07559939) who was appointed as an Additional Director, designated as Chief Executive Officer and Managing Director of the Company by the Board of Directors (the "Board") with effect from January 23, 2023, *inter-alia*, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to *inter-alia* the provisions of Section(s) 2(51), 2(54), 196, 197, 198, 203 and other applicable provisions of the Act and 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 and subject to the approval of the Central Government and all other applicable regulatory approvals, as may be required, the approval and/or consent of the Members be and is hereby accorded for appointment of Manish Tandon (DIN: 07559939) as Chief Executive Officer and Managing Director ("CEO and MD") of the Company, with effect from January 23, 2023 for a period of 5 (five) years, and payment of remuneration for the aforesaid period on such terms and conditions mentioned below/herein, as approved by the Board at its meeting held on January 23, 2023 on recommendation of Nomination and Remuneration Committee and as agreed between the Board and Manish Tandon, from time to time:

Particulars*	Zensar Technologies Limited, India	Zensar Technologies Inc, USA ("Zensar Inc" or "Subsidiary")
Annual Base Salary	USD 20,000	USD 949,651
Annual Performance bonus	-	<p>USD 776,987 to be paid in line with the Performance Bonus Scheme and Company Policy in effect and as amended from time to time by the Nomination and Remuneration Committee/Board.</p> <p>Performance Bonus of the employee comprises of 2 components –</p> <p>(a) Company Performance Bonus and</p> <p>(b) Individual Performance Bonus</p> <p>The above two components would be based on various operating parameters and while the typical weightage would be equal across both the components, the Board or any Committee thereof, may suitably modify the same.</p>
Benefits	Contribution to Provident Fund, Gratuity Fund and Encashment of Leave as per Company Policy and relevant rules and regulations, as applicable.	<ul style="list-style-type: none"> • Retirement Benefits of 401K, Company Match (Company matching basis the conditions stipulated in the policy). • Statutory Social Security Match (Company matching basis the conditions stipulated in the policy). • Statutory Medicare Company Match (Company matching basis the conditions stipulated in the policy). • Medical Insurance for Self, Spouse and Children below 26 years of age. • Dental and Vision Insurance for Self, Spouse and Children below 26 years of age. • Group Term Life Insurance and AD&D for Self. • Long Term and Short-Term Disabilities Insurance for Self. • Flexi-spending and Health Savings Account.

Particulars*	Zensar Technologies Limited, India	Zensar Technologies Inc, USA ("Zensar Inc" or "Subsidiary")
Reimbursement for Business Expenses	Reimbursement of all reasonable business expenses in connection with the performance of duties, reasonable expenditures for business entertainment and travel, upon submission of the required documentation and in line with Company/Subsidiary policy.	
Any other benefits to the Employee	As per Company/Subsidiary's Policy, employment agreement and applicable rules and regulations.	
Location	USA	
Term	The term shall be for 5 year(s), commencing from January 23, 2023.	
Stock Compensation	<p>CEO and MD will be entitled to an aggregate grant of up to 907,593 ESOPs, in one or more tranches, under Employees Performance Award Unit Plan 2016 ("EPAP 2016") or any other such plan instituted by the Company pursuant to requisite approvals, and subject to performance parameters/vesting conditions set and approved by the Nomination and Remuneration Committee/Board, from time to time.</p> <ul style="list-style-type: none"> The Nomination and Remuneration Committee vide its meeting held on January 10, 2023, granted 35,776 ESOPs under EPAP 2016, which would vest on January 10, 2024, at an exercise price of INR 2/-, subject to vesting conditions as specified by the Committee. 	
Notice Period	3 months or 3 months Base Salary in lieu of this notice period.	
The CEO and MD shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.		

** As per the terms and conditions set out by the Board and/or Nomination and Remuneration Committee. The said terms and conditions may be altered or modified in part or full, from time to time, at the sole discretion of the Board and/or Nomination and Remuneration Committee and as permitted under relevant rules, regulations and provisions of law.*

FURTHER RESOLVED THAT remuneration hereunder shall be subject to increments, as approved by the Board and/or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.

FURTHER RESOLVED THAT, the Board (including any Committee thereof) be and is hereby authorised to alter/modify/vary the terms and conditions of appointment and/or remuneration payable to the extent permitted, *inter-alia* under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) without being required to seek any further

consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT, in addition to his appointment as CEO and MD of the Company, consent/concurrence/approval is hereby accorded for the appointment of Manish Tandon as the Chief Executive Officer of the wholly owned subsidiary of the Company in the USA namely, Zensar Technologies Inc. ("Zensar Inc." or "Subsidiary") with effect from January 23, 2023.

FURTHER RESOLVED THAT the Board (including any committee thereof) 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 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 appointment herein, to settle and finalise all issues that may arise in this regard, without requiring the Board to secure any further consent, concurrence, approval and/or consent, of Members of the Company, to negotiate, finalise, amend, alter, modify, etc. the terms and conditions and/or any other appointment documents (including providing such representation(s), warrant(ies), 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 authority(ies), 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 the powers vested on it by this resolution(s) to any of its Committee(s) or individual Director(s) or Officer(s) or Executive(s) of the Company or such other person(s) like advisor(s), advocate(s), attorney(s), lawyer(s), authorised signatory(ies) etc. or any other appropriate agency of person(s) 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/remuneration, without being required to seek any further consent, concurrence or approval and/or consent of 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 and/or AVP- Business Finance, of the Company, be and are hereby severally authorised 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)/document(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, January 23, 2023

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 proposed 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,

February 10, 2023 ("cut-off date") will be entitled to cast their vote(s). Members seeking to inspect documents referred hereunder can send an email to investor@zensar.com, upto last date of voting i.e. Friday, March 17, 2023. 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 Thursday, February 16, 2023 (09.00 AM IST) and ends on Friday, March 17, 2023 (05.00 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 Tuesday, March 21, 2023. 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. Friday, March 17, 2023 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 website: 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
	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, 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>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.nsd.com Select "Register Online for IDeAS" or https://eservices.nsd.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.nsd.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>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:

- a. Initial Password is provided in the body of the email.
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- c. 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.
- d. After entering the details appropriately, click on LOGIN.
- e. 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 also 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 COMPANIES ACT, 2013 (THE "ACT")

Item No.1

Approval of appointment of Manish Tandon (DIN: 07559939) as Chief Executive Officer and Managing Director of the Company effective January 23, 2023, and underlying remuneration.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on January 23, 2023 appointed Manish Tandon as an Additional Director *inter-alia*, pursuant to Section 161 of the Act, designated as Chief Executive Officer and Managing Director ("CEO and MD") with effect from January 23, 2023 for a period of 5 (Five) years, *inter-alia*, subject to approval of Members and the Central Government, as may be required under applicable law(s), rule(s) and regulation(s). Pursuant to Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Manish Tandon for the office of Director.

This resolution(s) seeks approval and/or consent of the Members, *inter-alia*, in terms of Section(s) 196 and 197 read with Schedule V and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for appointment of Manish Tandon as CEO and MD of the Company with effect from January 23, 2023 and payment of managerial remuneration. By virtue of his appointment as the CEO and MD of the Company, he is also a Key Managerial Personnel of the Company.

The Company has received requisite consent/intimation(s)/disclosure(s) as required under the Act and Rules made thereunder from Manish Tandon, for considering his appointment. Manish Tandon satisfies conditions as set out in Section 196 and Schedule V of the Act for being eligible for appointment, except being a resident Indian. Upon receiving Members' approval and/or consent, the Company shall thus make an application to the Central Government/Ministry of Corporate Affairs, seeking approval for appointment of Manish Tandon as the Chief Executive Officer and Managing Director of the Company and payment of remuneration in relation thereto.

The terms and conditions of his appointment and remuneration payable to him have been provided as part of the resolution(s) set out in Item No. 1. The said remuneration shall be subject to increment(s) as approved by the Board and/or Nomination and Remuneration Committee, from time to time. Additional information is set out below:

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. 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/operations since then.																																
iii. Financial performance based on given indicators	<p>Standalone Financial Performance based on given indicator: (INR Million)</p> <table border="1"> <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"> <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																														
iv. Foreign investments or collaborations, if any	The Company has investments in various wholly owned subsidiary(ies) located outside India.																																
II. Information about the appointee																																	
i. Background details and past experience	Set out in brief profile and other details contained herein.																																
ii. Past remuneration	The appointment proposed herein is the first term as CEO and MD.																																
iii. Recognition or awards	Recognised as Executive of the Year - Computer Services - Gold Stevie® in the 17 th Annual International Business Awards and CEO of the Year at CMO Asia Awards 2019.																																
iv. Job profile and his suitability	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.																																

v. Remuneration proposed	As stated in the resolution(s) for his appointment and to be paid by the Company and its material subsidiary in the USA, viz., Zensar Technologies Inc.
vii. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Manish Tandon has a relationship with the Company as CEO and MD only.

The terms and conditions of appointment as also provided in the Agreement between the Company and the CEO and MD, may be altered and varied from time to time by the Board (including any committee thereof) as it may, in its discretion deems fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter, in this regard in such manner as may be agreed to, between the Board and the CEO and MD, subject to such approvals as may be required.

Manish Tandon has more than 27 years of experience in the industry across the USA and India. He has a track record of achieving industry leading revenue and profit growth and has led turnaround, growth, operating efficiency and innovation in both large public company and smaller PE-owned entities. Manish Tandon joined as CEO of CSS Corp during a turnaround situation and led the Company to consistent growth trajectory for 3 financial years. He built a management that established strong data driven processes leading to disciplined, measurable and actionable planning and execution. He used innovation and technology as underpinning fulcrum for the turnaround strategy and created CSS Labs which is recognised as an innovator in its space. He further revamped HR and culture of the Company and received multiple external validation including "Dream companies to work for in India".

Earlier during his tenure at Infosys Limited ('Infosys') Manish Tandon as Executive Vice President and Global Head-Healthcare, Insurance, Life Sciences and Technology, Member of the Board at Infosys Lodestone and Member of the Board at Infosys Public Services, was responsible for Healthcare, Insurance and Technology segment which generated about 20% of Infosys revenue. Under his guidance Life Sciences business grew about 60% over a two-year period, an acknowledged turnaround in Infosys. The Healthcare business also showed an impressive growth of 8% sequentially, in its last quarter. He also created a turnaround plan for Insurance business which was lagging behind the competitors. He has worked closely on several initiatives with Chairman of the Board of Infosys to turn around Infosys performance, creating multiple new service offerings to cater new markets and differentiate existing service lines.

In view of the above key achievement(s) and considering strategic expertise and varied experience of Manish Tandon, the Board is of the opinion that his appointment will be in the overall interest of the Company and accordingly, recommends the resolution(s) set forth at Item No.1 for the approval and/or consent, of Members by way of an Ordinary Resolution(s).

Subject to the control and supervision of the Board of Directors, Manish Tandon, shall be in charge of the management of the affairs of the Company and shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board and Members except such matters which are specifically required to be undertaken by the Board under the applicable provisions of the Articles of Association of the Company or under the Act and the Rules made thereunder or under the Listing Regulations, as amended from time to time.

In the event the CEO and MD is not in a position to discharge his official duties due to Disability, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in such circumstances. "Disability" means incapacity due to physical or mental illness, disease or injury, that is reasonably expected to prevent or interfere with, or does prevent or interfere with, CEO and MD from performing duties for the Company, with or without reasonable accommodation, for more than 30 (thirty) consecutive days or a total of 45 (forty-five) days within a 12 (twelve) month period, as reasonably determined by a physician selected by the Board.

Upon termination by whatever means, of employment under the Agreement, he shall immediately cease to hold offices, held by him in any holding company, subsidiary(ies) or associate company(ies) without claim for compensation *inter-alia* for loss of office by virtue of Section 167(1)(h) of the Act.

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. Friday, March 17, 2023.

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

Except for Manish Tandon and his relatives, none of Promoters, 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.

Additional information on Director seeking appointment pursuant to *inter-alia* Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General meeting (SS-2):

Name of the Director	Manish Tandon
DIN	07559939
Date of Birth	September 6, 1968
Age (as on January 23, 2023)	54 years
Date of Appointment	January 23, 2023
Qualifications	Bachelor's Degree in Electrical Engineering from IIT-Kanpur and Post Graduate Diploma in Management from IIM- Bangalore.
Brief Profile	<p>Manish Tandon has over 27 years of Industry experience with a track record of achieving industry leading revenue and profit growth and has led turnaround, growth, operating efficiency and innovation. He is founder of Triquetra Solutions LLC which provides advisory services in the USA to leading financial services companies. He was the Chief Executive Officer (CEO) of CSS Corp for about 5 years, wherein he led the Company to consistent growth trajectory.</p> <p>Prior to his stint as a CEO of CSS Corp, he had about 20-year long career at Infosys Limited (Infosys) wherein he led Global Healthcare, Financial, Insurance, Life Sciences and Technology verticals. He has been a Board Member of Infosys Lodestone and Infosys Public Services. He has also worked with Milestone Gears (P) Ltd., Citi Bank and ICICI Bank.</p> <p>He was recognised as Executive of the Year - Computer Services - Gold Stevie® in the 17th Annual International Business Awards and CEO of the Year at CMO Asia Awards 2019. An IIT and IIM alumni, he is an accomplished public speaker and industry thought leader.</p>

Nature of expertise in specific functional area/skills and capabilities	Technology, Sales, Finance, Operations and wide management experience.
Terms and conditions of appointment along with details of remuneration to be paid	Set out in the resolution(s) at Item No. 1 and explanatory statement thereto.
Directorships in other Companies	NA
Memberships of Committees in other Companies	Nil
Number of Board meetings of the Company attended during FY 2022-23	1. January 23, 2023
Listed entities from which proposed appointee has resigned as Director in past 3 years	None
No. of Shares held in the Company, including shareholding as a beneficial owner	
Disclosure of <i>inter-se</i> relationships between Directors and Key Managerial Personnel	

The above abstract may be treated as a written Memorandum setting out the terms of appointment of Manish Tandon, *inter-alia*, under Section 190 of the Act.

By Order of the Board of Directors
For Zensar Technologies Limited

Gaurav Tongia
Company Secretary
(M. No. F5955)

Mumbai, January 23, 2023

Registered Office:

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

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  RPG Company