



July 8, 2026

BSE Limited

Corporate Service Department,
01st Floor, P. J. Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai 400 051

Scrip Code: 504067

Symbol: ZENSARTECH

Sub.: Notice of 63rd Annual General Meeting

Dear Sir/Madam,

In continuation of our letter dated June 30, 2026, please note that the 63rd Annual General Meeting ("AGM") of the Company will be held on **Thursday, July 30, 2026, at 03:30 P.M.** (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ('SEBI').

In Compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice convening the 63rd AGM for the Financial Year 2025-26.

This is for your information and records.

Thanking you,

Yours sincerely,

For **Zensar Technologies Limited**

Anand Daga
Company Secretary



Encl.: As above

An  Company



Notice

NOTICE IS HEREBY GIVEN THAT THE SIXTY-THIRD ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ZENSAR TECHNOLOGIES LIMITED (“THE COMPANY”) WILL BE HELD ON THURSDAY, JULY 30, 2026 AT 03:30 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Accounts

To receive, consider, approve, and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Auditors thereon.

2. Confirm payment of Interim Dividend and declare Final Dividend

To confirm payment of Interim Dividend declared during the Financial Year 2025-26 at the rate of INR 2.40 (Rupees Two and Forty paise only) per equity share of face value of INR 2 each, and to declare Final Dividend of INR 12.60 (Rupees Twelve and Sixty paise Only) per equity share of face value of INR 2 each, of the Company for the Financial Year ended March 31, 2026.

3. Re-appointment of H. V. Goneka (DIN: 00026726)

To appoint a Director in place of H. V. Goenka, Non-Executive, Non-Independent Director (DIN: 00026726), who retires by rotation, in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Approval for Material Related Party Transactions with step down subsidiary - Zensar (South Africa) Pty Ltd for an aggregate value of INR 7,500 Million for the financial year 2026-27

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

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Company’s Related Party Transaction Policy, approval of the Members of the Company be and is hereby accorded to carry on and/or enter into a series of transaction(s)/contract(s)/arrangement(s)/agreement(s) or otherwise with Zensar (South Africa) Pty. Ltd, a step-down subsidiary of the Company and a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for an amount not exceeding INR 7,500 Million (Rupees Seven Thousand Five Hundred Million) for the Financial Year 2026-27, as per the details set out in the explanatory statement to this resolution and on such terms and conditions as may be agreed to by the Board of Directors, subject to such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm’s length.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer(s) of the Company and to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion to give effect to this resolution, for and on behalf of the Company.”

By Order of the Board of Directors

Anand Daga

Company Secretary
(M. No. F5141)

Mumbai, April 24, 2026

Registered Office:

Zensar Knowledge Park,
Plot No. 4, MIDC, Kharadi,
Off Nagar Road, Pune - 411014
CIN: L72200PN1963PLC012621

NOTES

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 03/2025 dated September 22, 2025 read with previously issued circulars in this regard, (collectively referred to as “MCA Circulars”) has permitted the holding of the AGM through (“VC/OAVM”), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act, MCA Circulars and the SEBI Listing Regulations, the proceedings of the Annual General Meeting (“AGM”) will be deemed to be conducted at the registered office of the Company at Zensar Knowledge Park, Plot No. 4, MIDC Kharadi, Off Nagar Road Pune 411 014.
 2. In compliance with the aforesaid Circulars, the Notice of the AGM along with the Integrated Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent viz., Kfin Technologies Limited (“RTA”)/Depositories as on Friday, June 26, 2026. Members may note that the Notice and Integrated Annual Report for the Financial Year 2025-26 will be available on the Company’s website www.zensar.com, and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>
 3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).
 4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, and Regulation 44 of the SEBI Listing Regulations (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL to facilitate voting through electronic means, as the authorized agency. The facility to cast votes by a Member using remote e-voting system as well as for e-voting during the AGM will be provided by NSDL. The procedure for e-voting on the day of the AGM is same as that of the remote e-voting
 5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI Listing Regulations, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice.
 6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business with respect to item no. 4 of the Notice, forms part of this Notice. Additional information, pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment(s)/re-appointment(s) at the 63rd AGM is annexed to this Notice. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of special business as appearing at item no. 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence forming part of this Notice. Kindly note that in this notice, the terms Member(s) or Shareholder(s) are used interchangeably.
 7. Members who would like to express their views/ask questions during the AGM may register themselves as speaker by sending request from their registered E-mail ID, if any, mentioning their name, DP Id and Client ID/ Folio Number, PAN and mobile number at investor@zensar.com between 9.00 A.M. (IST) on Thursday, July 16, 2026 to 5.00 P.M. (IST) on Saturday, July 18, 2026

Members who have registered themselves as a speaker as aforesaid, will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending upon the availability of time for the AGM.
 8. Members who do not wish to speak during the AGM but have queries, may send the same latest by 5.00 P.M. (IST) on Saturday, July 18, 2026, mentioning their name, DP Id and Client ID/Folio Number, email id and mobile number at investor@zensar.com. The same will be replied suitably at the AGM or by email.
 9. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at www.zensar.com.
- Dividend-related information**
10. The Board of Directors at its meeting held on April 24, 2026, has recommended a Final Dividend of INR 12.60 per Equity Share of INR 2.00 each for the Financial Year ended March 31, 2026. The Final Dividend is proposed



to be paid within period of 30 days from the date of declaration, by the Members at the 63rd AGM. During the Financial Year 2025-26, an Interim Dividend of INR 2.40 per equity share was paid on February 6, 2026.

11. The Company has fixed Friday, July 17, 2026 as the Record Date for determining entitlement of Members to final dividend for the Financial Year ended March 31, 2026.
12. The Resident/Non-Individual Members i.e., Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident, Non-Individual Members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms/declarations/documents through their respective custodian who is registered on NSDL platform, from time to time.
13. Dividend income on equity shares is taxable in the hands of Shareholders and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates in accordance with the provisions of the Income Tax Act, 2025 ("IT Act") read with amendments thereof.
14. Members holding shares in electronic mode are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant and in case shares are held in physical form, by sending documents to the Company or to the RTA of the Company.

For the detailed process and formats of declaration, please refer FAQs on Tax Deduction at Source on Dividends available on the Company's website at <https://www.zensar.com/investors/shareholders-information>. Members are requested to refer the Company's email dated May 29, 2026 and submit required documents for tax determination/deduction of TDS at applicable rates.

The SEBI vide its notification no. SEBI/LAD-NRO/GN/2025/273 dated November 18, 2025, amended the provisions of the SEBI Listing Regulation and mandated the companies to make dividend payment only through electronic mode. In view of this amendment, we urge Members to update KYC details (viz., PAN; Choice of Nomination; Contact Details; Bank Account Details and Signature) and in case holding shares in dematerialized form keep the KYC details updated with the Depository Participant.

In cases where PAN; Choice of Nomination; Contact Details; Bank Account Details and Signature have not been updated in respect of physical folios, dividend/interest payments shall be made only upon submission of all such details in entirety. To ensure timely receipt of dividends, through electronic clearing service (ECS) or any other means, Members holding shares

in physical form are requested to update the KYC details, by submitting the following documents to the Company or its RTA.

- a. Form ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received:
 - i. Name of Bank and Bank Branch;
 - ii. Bank Account Number;
 - iii. 11digit IFSC Code; and
 - iv. 9-digit MICR Code.
- b. Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. Self-attested copy of the valid PAN i.e. PAN linked with Aadhaar of all holders; and
- d. Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
- e. Form ISR2 duly filled and signed. The signature of holders should be attested by the Bank Manager.
- f. Form SH 13 – Nomination form or Form ISR-3 – to opt out of Nomination.

The above referred Investor Service Request Forms (ISR) are available at the website of the Company at <https://www.zensar.com/investors/shareholders-information> and at the website of RTA of the Company at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

15. In terms of Section 124 of the Act, dividends if not encashed for a period of consecutive 7 (seven) years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF") Authority. The shares in respect of such unclaimed dividends are also liable to be transferred to the IEPF Authority. In view of this, Members/Claimants are requested to claim their unpaid/unclaimed final dividends for Financial Year 2018-19, on or before Sunday, September 6, 2026, and unpaid/unclaimed interim dividend for Financial Year 2019-20, on or before Friday, February 26, 2027.

The Company has uploaded information of unclaimed dividends on the websites of the IEPF viz. www.iepf.gov.in and on the website of the Company at <https://www.zensar.com/investors/shareholders-information>. Further, the Company has also uploaded on its

website, details of unclaimed interim dividend for the Financial Year 2025-26.

The Members, whose unclaimed dividends/shares have been transferred to IEPF, may write to the Company at companysecretarial@zensar.com/ or to the RTA at inward.ris@kfintech.com, to advise on the procedure for claiming the shares/dividend from the IEPF Authorities, upon complying with the procedure(s), the Company shall issue an Entitlement Letter. The Members can submit the Entitlement Letter along with Form IEPF 5 and other required documents as mentioned at www.iepf.gov.in and claim their shares/dividend from the IEPF Authority.

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

The remote e-voting period begins on Monday, July 27, 2026 at 09:00 A.M. (IST). and ends on Wednesday, July 29, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the

Cut-off date i.e. Thursday, July 23, 2026, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

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

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode

In terms of the SEBI Master Circular No.: HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, all the individual Shareholders holding shares in demat mode, may cast their vote electronically through remote e-voting during the remote e-voting period by way of single login credential through their demat accounts/ websites of Depositories/Depository Participants (DPs).

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser through the URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Type of Members	Login Method
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- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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|---|--|
| Individual Members holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
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Individual Members (holding securities in demat mode) login through their 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 website.

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

- B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and members holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member/Shareholder’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.

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

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to jbbhave@gmail.com with a copy marked to evoting@nsdl.com. Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section

of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

4. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes Member of the Company upon circulation of the notice through e-mail and holding shares as of the Cut-off date i.e. Thursday, July 23, 2026 may obtain the login credentials by sending a request at evoting@nsdl.com or to Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022-4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off dates i.e. Wednesday, July 23, 2026 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Process for those Members whose email ids are not registered with the Depositories for procuring user id and password and registration of email ids for e-voting for the resolution(s) set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@zensar.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@zensar.com. If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.

Alternatively, member(s) may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

3. Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025CFDPOD2/I/3762/2026 dated January 30, 2026, Individual Shareholders holding securities in dematerialised form are permitted to cast votes through demat accounts maintained with the Depository Participants. To facilitate access to the eVoting facility, such Shareholders are requested to ensure that their mobile number and email ID are duly updated in their demat accounts.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may **Access to NSDL e-Voting system** by following the steps mentioned below: After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@zensar.com. The same will be replied by the company suitably.

Other information

1. M/s. J. B. Bhawe and Co., Practising Company Secretary, proprietor Mr. Jayavant B. Bhawe (CP No. 3068) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
2. The Scrutiniser shall within the prescribed period from the conclusion of the AGM, unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a consolidated Scrutiniser's Report for the votes cast during the AGM & votes cast through remote e-voting and submit his report to the Chairman and/or authorised person of the Company. The results will be announced within 2 working days from conclusion of the AGM. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and Certificate from the Secretarial Auditor of the Company under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the Members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee, up to the date of AGM. Members seeking to inspect such documents may send a request on the email ID investor@zensar.com
4. Pursuant to Sections 101 and 136 of the Act read with the relevant rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those members who have registered their email id either with the Company or with the Depository Participant(s). Accordingly, the Integrated Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), and such statements including the Notice of 63rd (sixty-third) AGM are being sent through electronic mode to those members whose email address is registered with the Company or the Depositories. Additionally, the Company will also send a letter to shareholders providing the web-link and QR code for accessing the Integrated Annual Report to those Members who have not registered their email address with the Company or RTA or Depositories. [Regulation 36(1) of the SEBI Listing Regulations]. Physical copy of the Annual Report shall be sent to those members who request the same.
5. The results declared along with the Scrutiniser's report will be placed on the website of the Company i.e. www.zensar.com under Investors section and on the website of NSDL i.e. <https://evoting.nsdl.com>. The results shall also be communicated to the stock exchanges.



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

Type of holder	Process to be followed & forms to be submitted
Demat	Please contact your DP, register your email address, and bank account details in your demat account, as per the process advised by your DP
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to 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
	Form for declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies Form ISR-3
	Form for requesting issue of Duplicate Certificate and other service requests for shares held in physical form Form ISR- 4
	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
	Members may download all the forms from website of the Company or RTA i.e., www.zensar.com or www.kfintech.com

7. The equity shares of the Company are transferable through the depository system only. As per the SEBI mandate w.e.f. April 1, 2019, transfer of equity shares held in physical form is no longer allowed. Further, pursuant to Regulation 40 of SEBI Listing Regulation read with the SEBI Master Circular dated January 30, 2026, as amended from time to time, transfer, transmission, request for duplicate share certificates, change of name, transposition of equity shares of the Company is processed in dematerialized form only. Further, to eliminate risks associated with physical shares and for ease of portfolio management and improved liquidity, Members holding equity shares in physical form are requested to consider converting their holdings to demat mode.
8. The SEBI vide its Circular dated January 30, 2026, has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) for investor service requests such as issuance of duplicate share certificates, transmission, transposition and other similar requests. Accordingly, with effect from April 2, 2026, listed companies and RTA shall credit securities directly into the demat account of the investor, subject to completion of prescribed due diligence and submission of requisite documents.
9. In order to facilitate ease of investing and to enable investors to secure their rightful securities, SEBI vide its Circular dated January 30, 2026, has opened a special window for transfer and dematerialization of physical securities, subject to fulfilment of the eligibility criteria and conditions prescribed therein, in respect of securities sold or purchased prior to April 1, 2019. This special window shall remain open for a period of one year from February 5, 2026 to February 4, 2027, including eligible cases where transfer requests were earlier rejected, returned or not processed due to deficiencies. Securities transferred under this special window shall be credited only in dematerialized form and shall be subject to a lock-in period of one year from the date of registration of transfer. The Company undertook periodic shareholders outreach, including publication of notices in newspapers at intervals of every two months, to disseminate information regarding the availability of the special window.
10. To support the Green Initiatives taken by the MCA, Members are requested to register their email Address(s) (if not updated), so that all future communication/documents can be sent in electronic mode. Members holding shares in physical form and who have not registered their email Address(s) may get their email Address(s) registered with the RTA, by sending an email to einward.ris@kfintech.com. Members are requested to provide details such as name, folio number, certificate number, PAN, mobile number, and email ID and attach image of share certificate in PDF or JPEG format. In respect of DEMAT holdings, for registration of email- ID, the members are requested to register the same with the respective DP by following the procedure prescribed by their DP.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.**Item No. 4 - Approval for Material Related Party Transactions between Zensar Technologies Limited and its step-down subsidiary - Zensar (South Africa) Pty. Ltd. for an aggregate value of INR 7,500 Million for the Financial Year 2026-27**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended, material related party transaction(s) require prior approval of the shareholders through ordinary resolution, even if such transaction(s) are in the ordinary course of business of the Company and on an arm's length basis.

Further, as per Regulation 2(1)(zc) of the SEBI Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

As per the SEBI Listing Regulations, where the annual consolidated turnover of the listed entity is up to INR 200,000 Million, a related party transaction would be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a Financial Year exceeds 10% of the annual consolidated turnover of the listed entity. Accordingly, the materiality threshold for seeking shareholders' approval for related party transaction(s) for Zensar Technologies Limited (hereinafter called as "the Company") is INR 5,687.40 Million (Materiality Threshold).

The Company is a globally recognized digital solutions and technology services provider engaged in delivering end-to-end IT services including digital transformation, cloud infrastructure, enterprise applications, data management and artificial intelligence solutions across multiple geographies. Zensar (South Africa) Pty Ltd, a Step-Down Subsidiary of the Company and is specialized in providing IT services, digital solutions and client delivery support in the African region. Zensar (South Africa) Pty Ltd plays a key role in strengthening the Company's footprint in South Africa and enabling localized service delivery to clients.

In compliance with the provision of South Africa's B-BBEE (BEE Law), the Company's subsidiary - Zensar (Africa) Holdings (Pty) Ltd, partnered with local entity Riverbend Trade & Invest 58 Proprietary Limited ("local partner") and incorporated a Step-Down Subsidiary in the name of Zensar (South Africa) Pty. Ltd., to carry out the business activity(ies) in South Africa territory. In view of the BEE Law, the local partner holds 25% of equity capital and balance 75% of equity capital is held by

Zensar (Africa) Holdings (Pty) Ltd, (wholly owned subsidiary of the Company) in Zensar (South Africa) Pty. Ltd. Consequently, Zensar (South Africa) Pty. Ltd becomes a Step-Down Subsidiary of the Company.

In the ordinary course of business, the Company and Zensar (South Africa) Pty. Ltd enters into related party transaction(s) (RPTs) to support the execution of client engagements and efficient functioning of Zensar's group operations.

The transaction(s) between the Company and Zensar (South Africa) Pty. Ltd covers a variety of arrangements, including revenue cross charges for technology and delivery services rendered from one entity to another, reimbursement of expenses incurred on behalf of the counterpart, allocation and recovery of shared corporate overheads, and the recovery of employee related costs, such as ESOP related expenses for employees, who contribute to cross border operations. These practices allow us to optimize our resources, enhance operational efficiency, and ensure consistent service delivery across different geographies. All transaction(s) are carried out in the ordinary course of business, on an arm's length basis and in accordance with the Company's transfer pricing policies and applicable governance framework.

The Audit Committee (comprising all Independent Directors), after reviewing all necessary information, granted its approval for entering into the RPTs with Zensar (South Africa) Pty. Ltd, for an aggregate value upto INR 7,500 Million for Financial Year 2026-27. The Audit Committee has noted that the said transaction(s) with Zensar (South Africa) Pty. Ltd will be in the ordinary course of business of the Company and at an arm's length basis. The Audit Committee has also reviewed the certificate provided by CEO & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and Zensar (South Africa) Pty. Ltd, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, is enclosed as Annexure - I

The said transaction(s), being a material RPTs, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 4.



Except as mentioned in Annexure-I, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 4 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 4 of the accompanying Notice to the Members for approval.

By Order of the Board of Directors

Anand Daga

Company Secretary
(M. No. F5141)

Mumbai, April 24, 2026

Registered Office:

Zensar Knowledge Park,
Plot No. 4, MIDC, Kharadi,
Off Nagar Road, Pune - 411014
CIN: L72200PN1963PLC012621

Annexure – I

Minimum information to be provided to the Audit Committee and Shareholder for approval of Related Party Transactions as per RPT Industry Standards:

PART A- Minimum information of the proposed Related Party Transaction (RPT)

S. No.	Particulars of the information	Information provided by the Management																								
A	Details of the related party and transactions with the related party																									
A1	Basic details of the related party																									
1	Name of the related party	Zensar (South Africa) Pty. Ltd.																								
2	Country of incorporation of the related party	South Africa																								
3	Nature of business of the related party	IT Services																								
A2	Relationship and ownership of the related party																									
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	In compliance with the provision of South Africa's B-BBEE (BEE Law), the Company's subsidiary - Zensar (Africa) Holdings (Pty) Ltd, partnered with local entity Riverbend Trade & Invest 58 Proprietary Limited ("local partner") and incorporated a Step-Down Subsidiary in the name of Zensar (South Africa) Pty. Ltd., to carry out the business activity(ies) in South Africa territory. In view of the BEE Law, the local partner holds 25% of equity capital and balance 75% of equity capital is held by Zensar (Africa) Holdings (Pty) Ltd, (wholly owned subsidiary of the Company) in Zensar (South Africa) Pty. Ltd. Consequently, Zensar (South Africa) Pty. Ltd becomes a Step-Down Subsidiary of the Company.																								
1a	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Zensar (Africa) Holdings (Pty) Ltd, (wholly owned subsidiary of the Company) holds 75% of equity capital in Zensar (South Africa) Pty. Ltd.																								
1b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable																								
1c	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Nil																								
A3	Details of previous transactions with the related party																									
S. No.	Particulars of the information	Information provided by the Management																								
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (INR in million)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Rendering of services</td> <td>4,739</td> </tr> <tr> <td>2</td> <td>Finder Fees</td> <td>5</td> </tr> <tr> <td>3</td> <td>Corporate overhead</td> <td>67</td> </tr> <tr> <td>4</td> <td>ESOP</td> <td>8</td> </tr> <tr> <td>5</td> <td>Purchase of Services</td> <td>0</td> </tr> <tr> <td>6</td> <td>Reimbursement of Expenses</td> <td>31</td> </tr> <tr> <td colspan="2">Total</td> <td>4,850</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-2026 (INR in million)	1.	Rendering of services	4,739	2	Finder Fees	5	3	Corporate overhead	67	4	ESOP	8	5	Purchase of Services	0	6	Reimbursement of Expenses	31	Total		4,850
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2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (INR in million)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Rendering of services</td> <td>4,739</td> </tr> <tr> <td>2</td> <td>Finder Fees</td> <td>5</td> </tr> <tr> <td>3</td> <td>Corporate overhead</td> <td>67</td> </tr> <tr> <td>4</td> <td>ESOP</td> <td>8</td> </tr> <tr> <td>5</td> <td>Purchase of Services</td> <td>0</td> </tr> <tr> <td>6</td> <td>Reimbursement of Expenses</td> <td>31</td> </tr> <tr> <td colspan="2">Total</td> <td>4,850</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-2026 (INR in million)	1.	Rendering of services	4,739	2	Finder Fees	5	3	Corporate overhead	67	4	ESOP	8	5	Purchase of Services	0	6	Reimbursement of Expenses	31	Total		4,850
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3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial year.	None																								
A4 Amount of the proposed transaction(s)																										
	S. No. Particulars of the information	Information provided by the Management																								
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>Amount (INR in million)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Rendering of services</td> <td>6,500</td> </tr> <tr> <td>2</td> <td>Finder Fees</td> <td>50</td> </tr> <tr> <td>3</td> <td>Corporate overhead</td> <td>100</td> </tr> <tr> <td>4</td> <td>ESOP</td> <td>50</td> </tr> <tr> <td>5</td> <td>Purchase of Services</td> <td>700</td> </tr> <tr> <td>6</td> <td>Reimbursement of Expenses</td> <td>100</td> </tr> <tr> <td colspan="2">Total</td> <td>7,500</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	Amount (INR in million)	1.	Rendering of services	6,500	2	Finder Fees	50	3	Corporate overhead	100	4	ESOP	50	5	Purchase of Services	700	6	Reimbursement of Expenses	100	Total		7,500
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6	Reimbursement of Expenses	100																								
Total		7,500																								
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover 13.19%																								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable																								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover is 108.75%																								
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars (Consolidated)</th> <th>Amount (in INR million)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>6,896</td> </tr> <tr> <td>Profit after tax</td> <td>310</td> </tr> <tr> <td>Net worth</td> <td>1,079</td> </tr> </tbody> </table>	Particulars (Consolidated)	Amount (in INR million)	Turnover	6,896	Profit after tax	310	Net worth	1,079																
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	Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.																									

A5 Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the Management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Rendering of Services, Finder Fees, Purchase of services, Reimbursements, Corporate Overhead Recovery, ESOP etc.
2	Details of each type of the proposed transaction	Providing IT Services to Zensar (South Africa) Pty. Ltd & secondment fees recovery, receiving IT Services from Zensar (South Africa) Pty. Ltd. Recovery of Reimbursement for ESOP cost, Corporate Overhead and Other Expenses
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	During Financial Year 2026-27
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 7,500 Million for the Financial Year 2026-27
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	To optimize delivery cost and maximize margin for overall Zensar group, customer contracts of one entity might get assigned to delivery centre of other entity, consequently related party transactions occur between two entities. Centralized procurement, centralized operation, centralized payment are structured to achieve the scale of business growth, consequently related party transactions of reimbursements of expense and on behalf payments/receipts are recorded between two entities.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	
A.	Name of Director	Manish Tandon, CEO & Managing Director of the Company is also a Director in Zensar (South Africa) Pty. Ltd. Except Manish Tandon and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.
B.	Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	Not Applicable
B1 Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
S. No.	Particulars of Transaction	Information to be provided by Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	Transfer Pricing Agreement
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
A	Amount of Trade advance	Not Applicable
B	Tenure	Not Applicable
C	Whether same is self-liquidating?	Not Applicable



Annexure – II

Additional information of the Directors seeking appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings (SS-2)

Director(s) seeking re-appointment	H. V. Goenka
Date of Birth	December 10, 1957
Age	68 years
Date of first appointment on the Board	September 4, 2001
Qualification	Graduate in Economics, University of Calcutta and MBA from IMD (Switzerland)
Brief Profile#	<p>H. V. Goenka is the Chairman of RPG Enterprises, one of the largest industrial groups in India, active in key business segments such as Tyres, Infrastructure, Information Technology and other diversified segments having an annual turnover of USD 4.8 billion. Born in December 1957, he is a graduate in Economics and MBA from the International Institute of Management Development (IMD), Lausanne, Switzerland and is on the Foundation Board of IMD, Lausanne. H. V. Goenka, a past President of the Indian Merchants' Chamber, is also a member of the Executive Committee of FICCI.</p> <p>H. V. Goenka has been the Chairman of the Board of the Company since 2001. His extensive experience has been instrumental in helping guide the Company, towards both short term growth as well as long term sustainability. As Chairman of the Board, he provides vision and thought leadership which has resulted in Company achieving high standards of corporate governance, innovation, brand visibility and growth-oriented project investments. He invests considerable time reviewing the operations and performance of the Company and his interactions with the senior leaders and his role in building a talent pool in the Company has been significant in maximising stakeholders' value.</p>
Nature of expertise in specific functional area/ skills and capabilities#	<ul style="list-style-type: none"> • General Management and Business Operations • Thought Leadership • CEO/Senior Management Experience • Public Policy Governmental Regulations • Risk Management • Human Resource Management • Strategy/M&A/ Restructuring • Corporate Governance • International Business
Directorships in other Companies-	<ol style="list-style-type: none"> 1. CEAT Limited 2. KEC International Limited 3. RPG Life Sciences Limited 4. RPG Enterprises Limited 5. RAYCHEM- RPG Private Limited 6. Spencer International Hotels Limited 7. Breach Candy Hospital Trust 8. Zensar Technologies Inc.
Memberships of Committees in other Companies	Nil
Number of Board meetings of the Company attended during Financial Year 25-26	All the 5 (Five) meetings held during the year

Listed entities from which director has resigned as Director in past 3 years	None
No. of Shares held in the Company, including shareholding as a beneficial owner	149,990 (Apart from this, he also holds 40 shares of the Company, in the capacity of Trustee)
Disclosure of <i>inter-se</i> relationships between Directors and Key Managerial Personnel	Anant Vardhan Goenka, is son of H. V. Goenka

Additional Information

As the Chairman of the Board, H. V. Goenka has continued to play a pivotal role in the strategic direction and evolution of Zensar over the past several years. H. V. Goenka is promoter of the Company with more than four decades of diverse business experience, including over 25 years as Chairman of the Company. His vision and thought leadership have helped the Company sustain high standards of corporate governance, innovation, and overall growth, and is shaping Zensar into a future-ready, AI-Native digital enterprise.

During FY 2025-26, the Company delivered consolidated revenue of INR 56,874 Million, higher by 7.7% over last year, with an EBITDA of INR 9,162 Million (16.1% margin) and Profit After Tax of INR 7,746 Million (13.6% margin). Zensar has sustained a healthy double-digit ROCE and a debt-free, net-cash balance sheet. The highest ever total dividend of INR 15 per equity share reflects the strong performance and judicious capital allocation approach that preserves liquidity for growth while returning a reasonable share of profits to shareholders. The order book reached an all-time high level of USD 912.7 Million, an increase of 17.8% over last year, anchored by the largest contract in the Company's history and a growing share of AI-influenced engagements. Zensar is transforming into an AI-led organisation, with approximately 85% of the workforce now trained in AI and nearly a fifth of the order book being AI-influenced, positioning Zensar on a strong footing to convert the technology transition into a competitive advantage.

H. V. Goenka's contribution to the growth of the Company is characterised by the following:

- Bringing rich experience and a global business perspective to strengthen Zensar's long-term vision and market positioning.
- Enhancing Board effectiveness while upholding the highest standards of corporate governance.
- Leveraging his acumen in business leadership, investments and M&A to support disciplined, value-driven growth initiatives.
- Providing strategic guidance to the Company's AI transformation agenda and embedding AI-Native capabilities across its service lines and delivery model.

- Fostering a unique culture of Happiness, which has become the cornerstone for the Company's industry leading talent retention and a performance-driven organization.

Over the years, H. V. Goenka has been a catalyst in the success of the Company, despite a challenging macro-environment, geopolitical issues, competitive dynamics and multiple disruptions and headwinds. His extensive experience has been instrumental in guiding the Company towards both short-term growth and long-term sustainability in a rapidly evolving, AI-driven technology landscape.

Both H. V. Goenka and Anant Vardhan Goenka bring different skills and expertise to the Company as Directors and are involved accordingly, with their contributions being highly complementary in nature. As notable industry leaders, the experience of these two individuals, one a respected and recognized senior leader of India's industrial arena and the other, a young and dynamic captain of the country's corporate landscape augurs well for Zensar.

At the strategic level, H. V. Goenka and Anant Vardhan Goenka invest considerable time in reviewing the operations and performance of the Company and interactions with the senior leaders, and their role in building a talent pool in the Company has been significant in maximising stakeholder value. The time spent by H. V. Goenka and Anant Vardhan Goenka with the Company and its leaders is also significantly higher vis-à-vis other non-executive directors.

Considering the above factors, based on the recommendation of the Nomination and Remuneration Committee (NRC) and as approved by the Board, a commission of INR 30 million has been paid to H. V. Goenka, which is about 0.39% of the Consolidated Profit After Tax (PAT) of the Company, well within the limits approved by the shareholders under Section 198 of the Companies Act, 2013. The commission paid is also well within the limits as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For other details such as the number of meetings of the Board attended during Financial Year 2025-26, remuneration last drawn in Financial Year 2025-26, please refer the corporate governance report which is a part of this Integrated Annual Report. The profile of the Director(s) is available on the Company's website at <https://www.zensar.com/about-us/leadership>