



July 1, 2025

**BSE Limited**

Corporate Service Department,  
01<sup>st</sup> 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 62<sup>nd</sup> Annual General Meeting**

Dear Sir/Madam,

In continuation of our letter dated June 26, 2025, please note that the 62<sup>nd</sup> AGM of the Company will be held on **Thursday, July 24, 2025 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.

In Compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice convening the 62<sup>nd</sup> AGM for the Financial Year 2024-25.

This is for your information and records.

Thanking you,

Yours sincerely,

For **Zensar Technologies Limited**

**Anand Daga**  
Company Secretary



*Encl.: As above*

An  **RPG** Company

# Notice

**NOTICE IS HEREBY GIVEN THAT THE SIXTY-SECOND ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ZENSAR TECHNOLOGIES LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, JULY 24, 2025, AT 3:30 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, 2025, 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, 2025, 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 FY 2024-25 at the rate of INR 2 (Rupees Two only) per equity share of face value of INR 2 each, and to declare Final Dividend of INR 11 (Rupees Eleven Only) per equity share of face value of INR 2 each, of the Company for the Financial Year ended March 31, 2025.

### 3. Re-appointment of Anant Goenka (DIN: 02089850)

To appoint a Director in place of Anant Goenka (DIN: 02089850), 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. Appointment of Secretarial Auditors of the Company

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 the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions of the Companies Act, 2013 ("Act"), and the Rules made thereunder, (including any statutory amendments, modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors of the Company (the "Board"), M/s. J. B. Bhavé and Co., Practising Company Secretary, Proprietor CS Jayavant B. Bhavé (CP No. 3068), be and is hereby appointed as the Secretarial Auditors of the Company, to hold office for a term of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board and the Secretarial Auditors from time to time.

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

**By Order of the Board of Directors**

**Anand Daga**  
Company Secretary  
(M. No. F5141)

Mumbai, April 25, 2025

#### Registered Office:

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

# NOTES

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular dated September 19, 2024 (“MCA Circulars”) read with previously issued circulars in this regard, (collectively referred to as ‘MCA Circulars’) and the Securities and Exchange Board of India (“SEBI”) circular(s) dated October 3, 2024 read with previously issued circulars in this regard (collectively referred as SEBI Circulars) has permitted the holding of the AGM through Video Conferencing (“VC”) or through Other Audio-Visual Means (“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 AGM will be deemed to be conducted at the registered office of the Company at Zensar Knowledge Park, Plot # 4, MIDC Kharadi, Off Nagar Road, Pune 411 014.
2. In compliance with the aforesaid Circulars, the Notice of the Annual General Meeting (“AGM”) along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agents viz., KFin Technologies Limited (‘RTA’/‘Kfin’)/Depositories as on Friday, June 20, 2025. Members may note that the Notice and Annual Report for Financial Year 2024-25 will be available on the Company’s website [www.zensar.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of 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 Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“the SEBI Listing Regulations”) as amended, and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
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, 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 AGM 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 62<sup>nd</sup> Annual General Meeting (“Meeting” or “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. Shareholders who would like to express their views/ask questions during the AGM may register themselves as speaker by sending request from their registered E-mail ID, if any, mentioning their names, DP Id and Client ID/ Folio Number, PAN and mobile number at [investor@zensar.com](mailto:investor@zensar.com) between 9.00 A.M. (IST) on Thursday, July 10, 2025 to 5.00 P.M. (IST) on Saturday, July 12, 2025.  
  
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. The 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 Thursday, July 17, 2025, mentioning their names, DP Id and Client ID/Folio Number, email id and mobile number at [investor@zensar.com](mailto:investor@zensar.com). The same will be replied suitably at the AGM or by email.
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](http://www.zensar.com).

## Dividend-related information

10. The Board has recommended a Final Dividend of INR 11.00 per Equity Share of INR 2.00 each for the Financial Year ended March 31, 2025. The Final Dividend is proposed to be paid within a period of 30 days from the

date of declaration, by the members at the 62<sup>nd</sup> AGM. During the Financial Year 2024-25, an Interim Dividend of INR 2.00 per equity share was paid on February 5, 2025.

11. The Company has fixed Friday, July 11, 2025 as the record date for determination of entitlement for payment of Final Dividend.
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. In the event, if the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate or otherwise, the Company shall dispatch the dividend warrant/Bankers' cheque/demand draft or any other permitted instrument(s), to such Member, as soon as possible.
14. Members may note that as per the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of Members. The Company is also required to deduct Tax at Source ("TDS") in respect of approved payment of dividend to its Members (resident as well as non-resident).

To enable compliance with the TDS requirements, 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 Participants and in case shares are held in physical form, by sending documents to the Company or to the RTA of the Company on or before Monday, July 7, 2025 (**upto 5.00 P.M. IST**).

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/about/investors/investors-relation?result=Shareholder-Services-and-FAQs#Shareholder-Information>. Members are requested to refer the Company's email dated **June 9, 2025** and submit the documents on or before **Monday, July 7, 2025** for tax determination/deduction of TDS at applicable rates.

SEBI vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 has mandated that with effect from April 1, 2024 dividend to

Members holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the **folio is KYC compliant** i.e. the details of PAN, choice of nomination, contact details, mobile number, complete bank details and specimen signatures are registered with the RTA.

In case of non-updation of PAN or choice of Nomination or contact details or Bank Account details or specimen signature in respect of physical folios, dividend/interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

To receive the dividend on time, Members holding shares in physical form should be KYC compliant and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to the Company or to the RTA of the Company so as to reach the RTA on or before the Monday, July 7, 2025:

- 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. 11-digit 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 PAN Card 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 ISR-2 duly filled and signed. The signature of holders should be attested by the Bank Manager.
- f. Form SH-13 – Nomination form or ISR-3 – to opt out from Nomination.

The above referred Investor Service Request Forms (ISR) are available at the website of the Company at <https://www.zensar.com/about/investors/investors-relation?result=Shareholder-Services-and-FAQs#Shareholder-Information> and at the website of RTA of the Company at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, Members are requested to notify change of address or particulars of their bank account, if any, to the Company or to the RTA of the Company and to their respective depository participants.

15. In terms of Section 124 of the Act, dividends if not encashed for a period of 7 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"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends for FY 2017-18, on or before Thursday, September 11, 2025 and interim dividend for FY 2018-19 till date, on or before Wednesday, February 26, 2025.

The Company has uploaded information of unclaimed dividends on the websites of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company at <https://www.zensar.com/about/investors/investors-relation?result=IEPF#Shareholder-Information>. Further, the Company has also uploaded on its website, details of unclaimed interim dividend for the Financial Year 2024-25.

The Members whose unclaimed dividends/shares have been transferred to IEPF, may write to the Company/RTA for advising on the procedure for claiming the shares/dividend from the IEPF Authorities. On the Members/Claimant compiling with the procedure, 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](http://www.iepf.gov.in) and claim their shares/dividend from the IEPF Authority.

16. In terms of Regulation 40 of the SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has clarified that listed companies, shall issue the

securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, subdivision/consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests along with Form ISR-1, ISR-2, ISR-3, SH-13, as may be applicable, the format of which is available on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Further, to eliminate all 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.

#### **A. INSTRUCTIONS 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 21, 2025 at 9:00 A.M. (IST) and ends on Wednesday, July 23, 2025 at 5:00 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 17, 2025 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 SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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"> <li>For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> 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 held 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 <b>e-Voting Service Provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div data-bbox="461 1301 619 1335">  App Store         </div> <div data-bbox="660 1301 837 1335">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;"> <div data-bbox="496 1352 612 1458">  </div> <div data-bbox="694 1352 810 1458">  </div> </div>	
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 e-Voting 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 &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Provider’s website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>, click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of Members	Login Method
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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' 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 Number 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address 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 also "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 at [jayavantbhave@gmail.com](mailto:jayavantbhave@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions 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](mailto: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), AADHAR (self attested scanned copy of Aadhar Card) to [investor@zensar.com](mailto:investor@zensar.com). If you are an Individual Members

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.

3. Alternatively, Shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.

## **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. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. 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 Devices 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](mailto:investor@zensar.com). The same will be replied by the company suitably.

## **Other information**

1. M/s. J. B. Bhavé and Co., Practising Company Secretary, proprietor Mr. Jayavant B. Bhavé (CP No. 3068) has been appointed as the Scrutiniser to scrutinise the e-Voting process and to conduct the same 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 Statutory Auditor of the Company under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee, up to the date of AGM. Members seeking to inspect such documents may send a request on the email ID [investor@zensar.com](mailto:investor@zensar.com)
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 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, 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 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 62<sup>nd</sup> (Sixty-Second) AGM are being sent through electronic mode to those members whose email id is registered with the Company or the Depositories. Physical copy of the Annual Report shall be sent to those members who request for the same.

- The results declared along with the Scrutiniser’s report will be placed on the website of the Company i.e. [www.zensar.com](http://www.zensar.com) under Investors section and on the website of NSDL i.e. <https://evoting.nsdl.com>. The results shall also be communicated to the stock exchanges.
- 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
<b>Demat</b>	Please contact your DP, register your email address, and bank account details in your demat account, as per the process advised by your DP
<b>Physical</b>	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes/update thereof for securities held in physical mode <span style="float: right;">Form ISR-1</span>
	Update of signature of securities holder <span style="float: right;">Form ISR-2</span>
	Form for declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies <span style="float: right;">Form ISR-3</span>
	Form for requesting issue of Duplicate Certificate and other service requests for shares held in physical form <span style="float: right;">Form ISR-4</span>
	For nomination as provided in the Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014 <span style="float: right;">Form SH-13</span>
	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee <span style="float: right;">Form SH-14</span>
	Members may download all the forms from website of the Company or RTA i.e., <a href="http://www.zensar.com">www.zensar.com</a> or <a href="http://www.kfintech.com">www.kfintech.com</a>

- The SEBI has vide its circular dated January 25, 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, members are requested to make service requests in prescribed Form ISR-4, as available on the Company’s website at aforesaid link. The Company/RTA shall verify and process the investor service requests and thereafter issue a ‘Letter of Confirmation’ (‘LOC’) in lieu of physical share certificate(s). The LOC shall be valid for a period of one hundred and twenty days from the date of issuance within which the Member/Claimant shall make a request to the Depository Participant for dematerialising the said shares. In case, the demat request is not submitted within the aforesaid period, the shares shall be credited to the Company’s Suspense Escrow Demat Account.
- SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.
- Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website <https://www.zensar.com/>.
- To support the Green Initiatives taken by the MCA, Members are requested to register their email ID(s) (if not already done), so that all future communication/ documents can be sent in electronic mode. Members holding shares in physical form and who have not registered their email ID(s) may get their email ID(s) registered with the RTA, by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members are requested to provide details such as name, folio number, certificate number, PAN, mobile number, and email ID and attach image of share certificate in PDF or JPEG format. In respect of DEMAT holdings, for registration of email-ID, the members are requested to register the same with the respective DP by following the procedure prescribed by their DP.

**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 – Appointment of Secretarial Auditors**

The SEBI vide circular dated December 12, 2024, amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and mandated appointment of Secretarial Auditors to be approved by the Members of the Company in the Annual General Meeting of the Company. In terms of Regulation 24A of the SEBI Listing Regulations read with Section 204 of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, it is proposed to appoint M/s. J. B. Bhave and Co., Practising Company Secretary, Properitor CS Jayavant B. Bhave Practising Company Secretary as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years from FY 2025-26 to FY 2029-30.

The Board of Directors of the Company (‘the Board’), at its meeting held on April 25, 2025, has recommended the appointment of M/s. J. B. Bhave and Co., Practising Company Secretary, Properitor CS Jayavant B. Bhave Practising Company Secretary as the Secretarial Auditors of the Company.

M/s. J. B. Bhave and Co., Practising Company Secretary, Properitor CS Jayavant B. Bhave, Practising Company Secretary have consented to the aforesaid appointment and have confirmed that the said appointment, if made, shall be within the prescribed limits and they hold a valid peer review certificate issued by the Peer Review Board of the Institute of Company Secretaries of India. They have further confirmed that they are not disqualified to be appointed as the Secretarial Auditors in terms of the Companies Act, 2013 read with rules made thereunder and in terms of Regulation

24A of the SEBI Listing Regulations. Accordingly, approval of the Members is sought for appointment of M/s. J. B. Bhave and Co., Practising Company Secretary, Properitor CS Jayavant B. Bhave Practising Company Secretary as the Secretarial Auditors of the Company and to fix the remuneration.

The remuneration to be paid to the Auditors for the FY 2025-26 is INR 2,50,000 (Rupees Two Lakhs and Fifty Thousand Only). The said remuneration excludes applicable taxes and out-of-pocket expenses. The professional fees shall be increased at a rate of 5% per annum during the tenure of appointment of the Secretarial Auditors.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

**By Order of the Board of Directors**

**Anand Daga**  
Company Secretary  
(M. No. F5141)

Mumbai, April 25, 2025

**Registered Office:**

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

**Additional information of the Directors seeking appointment/re-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)**

<b>Director(s) seeking re-appointment</b>	<b>Anant Goenka</b>
Age	43 years
Date of first appointment on the Board	January 21, 2019
Qualification	MBA from the Kellogg School of Management and a BS (Economics) from the Wharton School, University of Pennsylvania
Brief Profile	<p>Anant Goenka is a Member of the Management Board at RPG Enterprises. He is Vice-Chairman of CEAT Limited, one of India's largest tyre manufacturing companies. He is also Vice-Chairman of the Company. He is former Chairman of Automotive Tyre Manufacturers' Association (ATMA).</p> <p>Anant has been the Managing Director of CEAT from 2012 to 2023, during which time, the company saw a 20x increase in market capitalisation. In 2017, he led CEAT to win the Deming Prize, one of the prestigious global quality awards. Under his leadership, in 2023, CEAT was awarded the Lighthouse Certification by the World Economic Forum.</p> <p>Prior to joining CEAT, Anant worked with KEC International and Hindustan Unilever.</p> <p>Anant has been recognised by Forbes as the "Next Generation Business Leader of the Year" in 2017 and as "India's 40 under 40 Business Leaders" by Economic Times-Spencer Stuart.</p>
Nature of expertise in specific functional area/skills and capabilities	<ul style="list-style-type: none"> <li>• General Management and Business Operations</li> <li>• Thought Leadership</li> <li>• CEO/Senior Management Experience</li> <li>• Risk Management</li> <li>• HR management</li> <li>• Strategy/M&amp;A/ Restructuring</li> <li>• Corporate Governance</li> <li>• Business Development/sales/Marketing and International Business</li> </ul>
Directorships in other Companies-	<ol style="list-style-type: none"> <li>1. CEAT Limited</li> <li>2. Spencer and Company Limited</li> <li>3. Spencer International Hotels Limited</li> <li>4. RAYCHEM- RPG Private Limited</li> <li>5. Seniority Private Limited</li> <li>6. Evergreen Community Private Limited</li> <li>7. CEAT Auto Components Limited</li> <li>8. Taabi Mobility Limited</li> <li>9. RPG Enterprises Limited</li> <li>10. Associated CEAT Holdings (Private) Limited (Sri Lanka)</li> <li>11. CEAT Akkhan Limited (Bangladesh)</li> <li>12. Associated CEAT (Private) Limited (Sri Lanka)</li> <li>13. CEAT Kelani International Tyres (Private) Limited (Sri Lanka)</li> <li>14. CEAT OHT Lanka (Private) Limited, Sri Lanka</li> <li>15. ISEG Foundation</li> <li>16. THP Foundation</li> <li>17. Federation of Indian Chamber of Commerce</li> </ol>
Memberships in Committees of other Companies	<ol style="list-style-type: none"> <li>1. CEAT Limited <ul style="list-style-type: none"> <li>• Sustainability and Corporate Social Responsibility Committee – Chairman</li> <li>• Risk Management Committee – Member</li> <li>• Stakeholders Relationship Committee – Chairman</li> <li>• Finance and Banking Committee - Member</li> </ul> </li> </ol>
Number of Board meetings of the Company attended during FY 2024-25	7 (Seven)
Listed entities from which director has resigned as Director in past 3 years	None

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<b>Director(s) seeking re-appointment</b>	<b>Anant Goenka</b>
No. of Shares held in the Company, including shareholding as a beneficial owner	NIL (However, holds shares of the Company, in the capacity of Trustee, as detailed in the Board's Report)
<b>Disclosure of inter-se relationships between Directors and Key Managerial Personnel</b>	Anant Goenka, is son of H. V. Goenka

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For other details such as the number of meetings of the Board attended during FY 2024-25 and remuneration drawn in FY 2024-25, 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/our-story/#bod>