



May 30, 2025

BSE Limited

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

National Stock Exchange of India Limited

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

Scrip Code: 504067**Symbol:** ZENSARTECH**Sub: Outcome of Board Meeting held on May 30, 2025**

Dear Sir/Madam,

This is to inform you that the Board of Directors ("the Board") of the Company at its meeting held today, which was commenced at 05:30 PM (IST) and concluded at 06:00 PM (IST), based on the recommendation of Nomination and Remuneration Committee, approved/consented, to Zensar Employees Stock Option Scheme 2025 (ESOP 2025) – Zensar Employees Stock Option Scheme 2025 ("Scheme") which is formulated for grant of options to eligible employees of the Company and employees of the subsidiary companies of the Company, subject to approval of Shareholders in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Companies Act 2013 read with the Companies (Share Capital and Debentures) Rules 2014 and other provisions as may be applicable including the applicable amendments from time to time. The Scheme shall be implemented through the Trust route. The Company will seek approval of shareholders for the Scheme through Postal Ballot, which was also approved at the meeting.

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular dated November 11, 2024, as amended from time to time, are enclosed herewith and marked as **Annexure-I**.

This is for your information.

Thanking you,

Yours sincerely,

For **Zensar Technologies Limited**



Anand Daga
Company Secretary

An  **RPG** Company



Annexure-I

Details pursuant to clause 10 of Para B of Part A of Schedule III read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular dated November 11, 2024 - Institution of Zensar Employees Stock Option Scheme 2025 (ESOP 2025)

Sr. no.	Particulars	Disclosure
1.	Name of the Scheme	Zensar Technologies Limited Employee Stock Option Scheme – 2025 (“Scheme”)
2.	Brief details of Options Granted	<ol style="list-style-type: none"> 1. The ESOP pool of 33,70,000 (Thirty Three Lakhs Seventy Thousand) Employee Stock Options (“Options”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 33,70,000 (Thirty Three Lakhs Seventy Thousand) Equity Shares of face value Rs. 2/- (Rupees Two Only) each. 2. The Scheme shall be implemented through the Trust route for extending the benefits to the eligible Employees, wherein the Trust shall acquire the Shares by way of secondary acquisition from the market. 3. No grant has been made under the Scheme, as on date. 4. The exercise price shall be the face value of the shares at the time of the grant. This is to align the interests of employees across levels with the performance of the Company and its wholly-owned subsidiary companies, and ensuring upside if backed by individual and company performance.
3.	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes, the Scheme is in compliance with the SEBI (SBEB & SE) Regulations, 2021.
4.	Total number of shares covered by these Options	Maximum 33,70,000 (Thirty Three Lakhs Seventy Thousand) Employee Stock Options (“Options”) (or such other adjusted figure for



Sr. no.	Particulars	Disclosure
		any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 33,70,000 (Thirty Three Lakhs Seventy Thousand) Equity Shares of face value Rs. 2/- (Rupees Two Only) each.
5.	Pricing formula	The exercise price of Options shall be the face value of the Equity Shares of the Company, which is Rs. 2/- (Rupees Two Only) each.
6.	Options vested	Not applicable, as this is an intimation about Board approval for instituting a Scheme, subject to shareholders' approval.
7.	Time within which option may be exercised	After vesting, Options may be exercised within a maximum period of 5 (five) years from the end of the calendar year in which the vesting happens, by way of cash mechanism and/or cashless mechanism, subject to relevant provisions of the SEBI (SBEB & SE) Regulations, 2021.
8.	Options exercised	Not applicable, as this is an intimation about Board approval for instituting a Scheme, subject to shareholders approval
9.	Money realized by exercise of options	
10.	The total number of shares arising as a result of exercise of option	
11.	Options lapsed	
12.	Variation of terms of options	
13.	Brief details of significant terms	<p>The Scheme will be administered by the Nomination and Remuneration Committee which shall act as the Compensation Committee. The Scheme is proposed to be implemented through the Trust Route wherein Zensar Technologies Limited Welfare Trust shall acquire existing shares by way of secondary acquisition from the Market. Further details are set out hereinabove. The Scheme will be implemented through 2 types of Options i.e. Restricted Stock Units (RSU) and Performance Stock Units (PSU) in the ratio of 40:60, respectively.</p> <p>Vesting Conditions: RSU would vest upon meeting the following criteria:</p>



Sr. no.	Particulars	Disclosure
		<p>a. Continuous employment from the date of grant to the date of vesting for the respective tranche of Options.</p> <p>b. The employee should have a satisfactory individual performance score, as approved by the Nomination and Remuneration Committee, against the individual targets for the particular fiscal against which the vesting is linked.</p> <p>c. The individual performance score for a fiscal is arrived at through the annual individual performance evaluation against annual goals which typically include business related, client related, people related metrics and strategic goals.</p> <p>PSU would vest upon meeting the following criteria:</p> <p>a. Continuous employment from the date of grant to the date of vesting.</p> <p>b. Linked to the individual performance score described above and company performance. The Company performance is measured against board approved annual targets on Revenue and Profit after Tax.</p> <p>c. Quantum of vesting increases with increase in individual and Company performance above a threshold and is capped at 100% of the grant.</p> <p>Vesting schedule:</p> <p>RSU Any RSU granted under the Scheme shall vest not earlier than minimum vesting period of 1 (One) year and vesting shall be staggered over a maximum period of 4 (Four) years from the date of Grant, as per terms and conditions determined by the Committee.</p> <p>PSU Any PSU granted under the Scheme shall vest</p>



Sr. no.	Particulars	Disclosure
		<p>not earlier than minimum vesting period of 1 (One) year and shall vest in full on an annual basis.</p> <p>Vesting of RSUs and PSUs would be subject to continued employment with the Company, in India or outside India.</p> <p>Maximum grant: The maximum number of Options that may be granted to any specific Employee in aggregate under this scheme shall not be equal to or exceed 10% of the total pool of Options, being the maximum available under the scheme, subject to adjustment to the above number with regards to various corporate actions which the Company may come out with. This is well within the statutory limit of 1% of the issued capital of the Company at the time of grant of Options.</p> <p><u>Employees covered under the Scheme:</u></p> <p>All eligible employees in the Grade of Vice President and above of the Company and its subsidiary Companies up to three levels below the CEO & MD excluding Promoters & members of Promoter group, CEO & MD, Independent Directors and Directors holding more than 10% of equity in the Company directly or indirectly, as may be decided by the Committee from time to time and as permitted under law, would be entitled to be granted Options under the Scheme.</p>
14.	Subsequent changes or cancellation or exercise of such options	Not applicable, as this is an intimation about Board approval for instituting a Scheme, subject to shareholders approval.
15.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	

