zensar

Experience. Engineering. Engagement.

Enabled through enterprise velocity.

INTEGRATED ANNUAL REPORT 2023

hello happiness

RPG

About RPG

RPG Group is a global diversified business group with operations in the areas of Information Technology, Infrastructure, Tyres, Pharmaceuticals, Energy, and Agribusiness. Founded by the legendary industrialist Dr. R. P. Goenka, the Group's lineage dates to the early 19th century. Today, RPG has several companies in core sectors of the economy: Zensar Technologies, KEC International, CEAT, RPG Life Sciences, Harrisons Malayalam, Raychem RPG, and Spencer International Hotels. One of India's most diversified conglomerates, the RPG name is synonymous with stability, sustained growth, high standards of corporate governance, and a culture of respect for people and the environment.

hello **happiness**

"Hello Happiness" encompasses a mission we are extremely passionate about at RPG Group. It represents our vision and ethos and encapsulates the very essence of our identity — to unleash talent, touch lives, outperform, and continuously create a future of happiness.

This engaging expression embodies RPG's unwavering commitment toward all our stakeholders. Our efforts are focused on making a positive impact toward society through our people, products, services, and initiatives; driving sustainable business growth for our customers and investors; and fostering a work environment that encourages growth, fulfilment, and well-being for our people.

"Hello Happiness" is our firm belief in the transformative effect of workplace happiness, which can enhance performance, creativity, collaboration, and resilience. It is a bold statement of confidence and purpose that opens up boundless opportunities and possibilities for the Group toward becoming a force for positive change in the world and creating a culture of happiness in everything we do.

Experience. Engineering. Engagement.

Enabled through enterprise velocity.

In a world where technology is advancing at breakneck speed, exceptional customer experience is the undisputed differentiator for enterprise success. Businesses today are leaving no stone unturned to prioritize customer experience and stay relevant. With that in mind, Zensar is at the forefront of partnering with clients to reimagine experiences. We do this by utilizing the latest in engineering and design to create digital products that delight and engage customers at every touchpoint.

Modern, digitally-savvy customers now look for more than just a product or service; they expect a seamless journey from start to finish, which includes everything from expert guidance to after-sales support. Zensar's expertise in engineering and design enables us to create innovative digital products that deliver exceptional customer experiences.

We understand that high-velocity innovation, agility, and decision-making rooted deeply in customer empathy are essential to succeed and scale in the rapidly-evolving tech space. We continue to evolve, engage, and collaborate with our clients and help them remain ahead of the curve. Our teams are dedicated to enabling enterprise velocity and creating exceptional experiences that drive sustainable growth and client engagement.

Scan this code with a QR reader app on your smartphones or tablets and know more about us.

You can also find this report online https//www.zensar.com

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Corporate Overview

Notice and Statutory Reports

Financial Statements

About the Report

Overview

Zensar Technologies Limited (Zensar) presents its third Integrated Annual Report for FY23, covering financial and non-financial performance and reflecting enterprise velocity. The report also maps our annual environment, social, and governance (ESG) performance to international benchmarks, outlining our goals and strategic efforts.

Reporting principles and framework

The report is aligned with the Value Reporting Foundation's Integrated Reporting framework, the UN Global Compact principles, and the Global Reporting Initiative standards — core option, ensuring content and quality. Our ESG disclosures are also in line with the Sustainability Accounting Standards Board and the UN Sustainable Development Goals.

Scope and boundary

The report highlights our performance across six capitals — financial, intellectual, human, natural, manufactured, and social and relationship capital. The data points cover operations globally, unless specified otherwise.

Responsibility statement

The report's data and disclosures are internally reviewed to ensure completeness and relevance, with no external assurance sought for non-financial data.

Feedback

We value shareholder feedback and aim to address grievances promptly. To share any concerns or suggestions, reach us at: Contact us | Zensar

About Zensar

Zensar stands out as a premier technology solutions provider with a distinguished engineering pedigree. Our integrated approach, combining a wide range of services with a strong focus on innovation, sustainability, experience, and engagement, empowers our clients to drive digital transformation and disrupt their industries.

Think Velocity. Think Zensar.

Headquartered in Pune, India, Zensar is part of the USD 4.4 billion RPG Group, serving 145+ global clients. Our 10,500+ workforce is spread across 30+ locations worldwide. Our velocity approach, based on the power of focused speed to deliver effective outcomes, empowers our clients to thrive in a rapidly changing landscape. By combining speed with direction, we help organisations achieve their goals and drive sustained success.

Zensar crafts and delivers engaging, cutting-edge digital experiences that seamlessly integrate with the latest technologies and scale to meet client needs. Our full-lifecycle approach blends creative, consulting, and technological expertise to design innovative products and services that help our clients realize their digital transformation objectives.

Numbers that matter

10,500+
People across all offices

37
Offices worldwide

INR 48,482 Mn
Revenue

INR 3,276 Mn
PAT (profit after tax)

INR 62,130 Mn
Market capitalisation as of March 31, 2023

50+
Years of being listed on the Bombay Stock Exchange

Our vision

Leaders in business transformation

Our mission

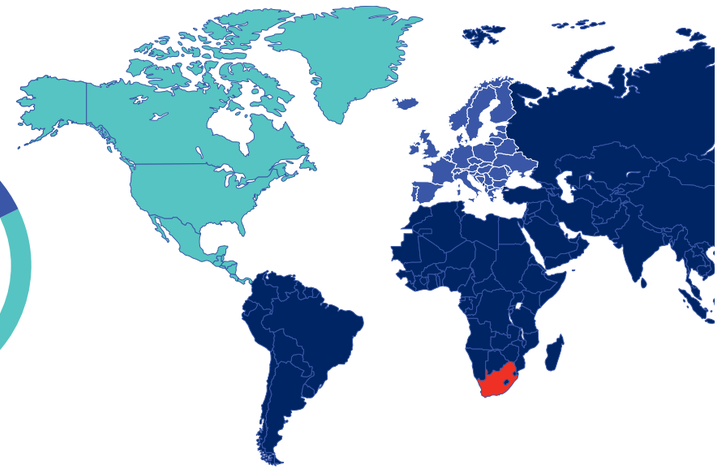
At Zensar, we exist for a singular purpose: making sure our clients thrive in a world of constant change. Our teams collaborate every day to make smart connections and embrace the diverse and unexpected, to unlock new ideas and create fresh directions through impactful solutions.

Revenue by geography

18.1%
UK/Europe

70.7%
North America

11.2%
South Africa



Our offerings

Experience services	Advanced engineering services	Data engineering and analytics	Application services	Foundation services
Experience design	Cloud strategy and operating model	Data engineering	Oracle services	Digital infrastructure
Experience engineering	Digital engineering	Artificial intelligence (AI) and machine learning (ML)	Salesforce services	Digital workplace
Brand, content, and creative	Cloud transformation and operations	Automation	SAP services	Digital experience management
		Visualisation and analytics	Application management	Digital operations
			Quality engineering	Digital security

Industries we serve

Hi-tech and Manufacturing

Read more on pg. 22

Banking and Financial Services and Insurance

Read more on pg. 22

Consumer Services

Read more on pg. 22

Strategic Highlights

Quarter 01

- Mentioned in the Gartner Competitive Signals: IT Services Providers' Performance Snapshot
- Featured in the Gartner Vendor Revenue Profile Interactive Tool, 2021
- Recognized as a Disruptor in Avasant's Retail Digital Services 2022-2023 RadarView™ report
- Won the CFBP Jamnalal Bajaj Award for Fair Business Practices under the Service category
- Awarded Platinum for Branding Refresh, Platinum for Marketing Collateral (Calendar), and Gold for Marketing Materials at the Hermes Creative Awards
- Indigoslate, a Zensar company, won Gold in the Campaign Promotion category and Silver in the Branded Content Series category at the Telly Awards

Quarter 02

- Mentioned as a Major Contender in the Everest Group Digital Workplace Services PEAK Matrix® Assessment, 2022, Europe and the US
- Mentioned as a Major Contender in the Everest Group Adobe Services PEAK Matrix® Assessment, 2022
- Mentioned as a Star Performer and Major Contender in the Everest Group Data and Analytics (D&A) Services PEAK Matrix® Assessment, 2022
- Mentioned as a Major Contender in the Everest Group IT Security Services PEAK Matrix® Assessment, 2022, North America
- Won the Top 5 Most Innovative Practices — Women Leadership Development Award at the Top20 DivHERsity Awards
- Awarded Gold for Learning and Development at the Brandon Hall Excellence Awards

Quarter 03

- Mentioned as a Major Contender in the Everest Group Guidewire Services PEAK Matrix® Assessment, 2023
- Featured as a Major Contender in the Everest Group Managed Detection and Response (MDR) Services PEAK Matrix® Assessment, 2023
- Recognized as a Major Contender in the Everest Group Application and Digital Services (ADS) in Life and Annuity (L&A) Insurance – PEAK Matrix® Assessment, 2023
- Mentioned as an Aspirant in the Everest Group SAP Business Application Services PEAK Matrix® Assessment, 2023 – Global
- Named in the Gartner Market Guide for Life Policy Administration Systems, Americas
- Named in the Gartner Market Guide for P&C Insurance Core Platforms, North America
- Added to the 2022 Exemplars of Inclusion in Avtar's and Seramount's 100 Best Companies for Women in India
- Foolproof, a Zensar company, won the British Interactive Media Association for Best Digital Transformation for its work with UCL

Quarter 04

- Opened a new learning academy in Pune that provides upskilling, specially-curated modules, and problem-solving tools
- Mentioned as a Major Contender in the Everest Group Advanced Analytics and Insights (AA&I) Services PEAK Matrix® Assessment, 2023
- Named in the Gartner Market Guide for Application Testing Services
- Recognized as a Guidewire PartnerConnect Consulting partner at the Advantage level in North America
- Mentioned as a Major Contender in the Everest Group Guidewire Services PEAK Matrix® Assessment, 2023
- Named in the Gartner Inquiry Analytics Wizard: IT End-User Topic and Vendor Mind Share
- Won the 2023 Training APEX Award by Training Magazine
- Recognized as a Top Employer by the Top Employers Institute in 2023 in South Africa

Performance and Progress

Revenue
(₹ million)

14.2%*
YoY

2022-23	**48,482**
2021-22	42,438

EBITDA
(₹ million)

(15.9%)*
YoY

2022-23	**5,522**
2021-22	6,565

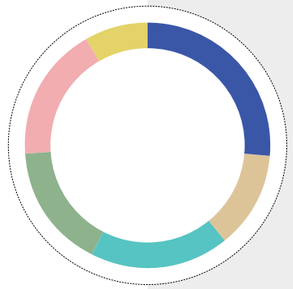
Cash and cash equivalents
(₹ million)

40.31%*
YoY

2022-23	**16,556**
2021-22	11,800

*The numbers are rounded off to the closest decimal.

Revenue by business



26.6% Hi-tech
12.6% Manufacturing
18.2% Banking
16.5% Insurance
17.8% Consumer Serv.
8.1% Emerging

148
Active clients

Chairman's Communique

H. V. Goenka
Chairman, Non-Executive Director

> Navigating an increasingly uncertain world with fast- changing socio-economic conditions, geo-political turbulence, and global policy shifts, needs continuous learning and adapting to the dynamic new normal. Technology and digital transformations must constantly evolve to create sustainable value for all stakeholders.

Dear Shareholders,

Building resilience.
Powering progress.

At Zensar, we are preparing for the next wave of growth by focusing on high-quality services, pushing the boundaries of innovation, and creating sustainable value for our customers. While macro headwinds may exist, we believe that with strategic investments in our service lines and our vertical bets, we are well-positioned to capture opportunities created in the evolving business landscape. Long-term prospects in the IT sector remain attractive as digital transformation and technology investments become increasingly critical to the growth ambitions of organisations.

Our efforts toward clients' transformation initiatives, continued thrust on refining our portfolio, and identifying replicable success stories within our operations are driven by a deep understanding of our clients' needs. During the year, we strengthened our management team, bringing together a combination of skills, experience and vision at the executive and board levels. We have forged new alliances and partnerships with major technology players.

Zensar has been at the forefront with industry-leading work-from-anywhere flexibility, diversity, equity, and inclusion policies, and best-in-class wellness benefits. The

> We believe that by providing the right tools and resources, we can create a culture of innovation and excellence that benefits both our people and clients alike.

Zensar Learning Academy embodies our commitment to upskilling and growth. With significant investments in capability-building, career progression, learning, compensation, and recognition, we are training the next generation of tech talent and developing leaders for the future. We believe that by providing the right tools and resources, we can create a culture of innovation and excellence that benefits both our people and clients alike.

I am happy to share that our recently acquired company - M3BI - is now well integrated into the overall organisation.

We are committed to addressing the pressing issues of climate change, carbon emissions, and water pollution, and collaborate with businesses and communities to drive meaningful action toward mitigating these challenges. We have increased reliance on green energy across our locations worldwide. We are also a water-positive organisation.

Additionally, our UI/UX business has been working closely with our clients on their sustainable business initiatives with a unique offering that combines climate experts, experience designers, and design strategists to offer a cutting- edge standard of sustainability expertise that is firmly rooted in design thinking methodologies.

I would like to thank our clients and partners for their unwavering support and our esteemed shareholders for continuing to place their trust in Zensar as we walk together toward an exciting and digital future.

Regards,

H.V. Goenka
Chairman, Non-Executive Director

CEO and Managing Director's Message

Manish Tandon

Chief Executive Officer and Managing Director

> Globally, we stand on the cusp of both challenge and opportunity. Economic uncertainties are countered by digital innovation that powers fresh ways of working and connecting in a post-pandemic world. As our clients navigate this environment, they continue to look to digital transformation to move forward with velocity.

Dear Shareholders,

It is my honour and privilege to address you as this esteemed organisation's CEO and Managing Director for the first time. In the four months since starting this role, I have had the pleasure of meeting many fascinating people — Zensarians, industry thought leaders, and clients who passionately believe in their products and services.

With each interaction, I've been reminded why I was so excited to take on this role: At Zensar, we create experiences that put people first. We do more than sell and deliver to our clients — we build relationships with them. And through these relationships, we are always learning more about our clients' drive and desire to serve their customers with greater speed, agility, and purpose.

Globally, we stand on the cusp of both challenge and opportunity. Economic uncertainties are countered by digital innovation that powers fresh ways of working and connecting in a post-pandemic world. As our clients navigate this environment, they continue to look to digital transformation to move forward with velocity. A steadfast partner, Zensar continues to provide design, data, and engineering offerings to help meet — and redefine — the challenges that matter most, from optimizing hybrid work to harnessing AI.

As I look ahead at the future of Zensar, I am met with eager anticipation and an undaunted sense of innovation and exploration. Zensar is a singular organisation — one that is unafraid to take the best of today and reimagine it for tomorrow. As we do this work, we are guided by five pillars of progress:

1. **Client-centricity:** Client-centricity is at the core of our business. Indeed, I am amazed by the unwavering client focus that Zensarians demonstrate every day. As we unlock the next phase of growth for Zensar, we honour that approach by making decisive moves that will propel us forward to deliver the highest value to our clients and their customers.

2. **Sales transformation:** To increase our addressable market, we are looking from the inside out, identifying our key strengths and capitalizing on our substantial service line investments. With this foundation, we seek to move beyond our traditional sales priorities, penetrating additional C-suite opportunities and leading with a robust alliance-based strategy supported by vertical-specific solutions.

3. **Delivery excellence:** Delivery excellence starts with client-centric ways of working. Whether we are defining ways to foster the sales-through-delivery continuum or redefining how we manage the client feedback lifecycle, our ideas are rooted in delivering superior value. Likewise, our ongoing growth in operational excellence — from proactive governance and reporting to streamlined processes and systems — provides essential support for bolstering delivery excellence.

4. **Talent transformation:** The people of Zensar are the company's heartbeat, and by investing in our employees, we keep our entire ecosystem healthy and strong. From growing our internal leadership program and creating opportunities for upskilling and reskilling to providing meaningful company experiences, we are committed to nurturing a happy workforce, which, in turn, will create delight for our clients.

5. **Emphasis on ESG:** At Zensar, our environmental, social, and governance (ESG) vision is to create smart connections and experiences for a sustainable tomorrow — and that work starts today. We rely on the three tenets of our

ESG Framework to guide us in building sustainable and lasting technology solutions. First, in all aspects of our work, we take responsibility for our planet and our communities. Second, we drive key initiatives dedicated to the greater common good, including environmental protection, employability, and education. Third, we are committed to a progressive inclusion policy, inspiring a workplace free of discrimination and focused on empathy.

FY23 performance: Recapping a pivotal year

In FY23, our BFSI business vertical has delivered impressive growth, with a 22.3% increase in performance and strong momentum from both existing clients and marquee new logos. We successfully scaled these accounts through advanced engineering and data services. Looking ahead, we are dedicated to driving sustainable growth and delivering exceptional value to our clients.

Despite a slowdown in the HTM and consumer services verticals, we have remained committed to improving our go-to-market strategies and aligning efforts to industry requirements. The strong performance of BFSI helped to offset some challenges, and we are poised to emerge stronger by responding proactively to market conditions and maintaining our focus on excellence.

Our European operations registered notable growth of 20.0% in constant currency, despite geopolitical uncertainty, thanks to our strong relationships with key clients. The South African market, too, reported strong growth of 18.3% in constant currency. Operations in the US, however, saw a slowdown in the HTM vertical, impacting overall performance.

Our gross margin stood at 27.7%, while our EBITDA stood at 11.3%. Throughout the fiscal year, we concentrated on six core areas: enhancing our service mix, optimizing our commercial strategy, increasing utilisation rates, and optimizing the pyramid structure, support costs, and cost of talent acquisition. This targeted approach led to sustained growth across key metrics despite a drop in revenue.

Finally, our order book for the fiscal year amounted to USD 572.1 million, driven by multiple wins across verticals. We also successfully expanded the scale of three clients to the USD 10 million-plus bracket, bringing the total number of clients in this category to 14.

Big wins: Driving success with integrated solutions and strategic partnerships

In the past year, Zensar has delivered exceptional value through integrated solutions that span multiple capabilities and service lines. Notable achievements include modernizing the data warehouse of a top American insurance provider, providing application development services to a specialist investment management firm, and being selected as a key systems integrator and strategic partner for a leading payment card manufacturer's enterprise transformation program.

> "Zensar has forged a strategic partnership with a prominent mobility services company to develop an enterprise cloud data platform integrating seven lines of business and multiple applications. We also won a multi-year managed services deal to provide end-to-end application support for the same client."

In addition, Zensar has forged a strategic partnership with a prominent mobility services company to develop an enterprise cloud data platform integrating seven lines of business and multiple applications. We also won a multi-year managed services deal to provide end-to-end application support for the same client.

Likewise, we worked with a US-based omnichannel retailer to modernize its enterprise platform; we also partnered with its POS transformation program to achieve stability, scalability, and resiliency.

Finally, we are proud to announce our partnership with Salesforce. Leveraging the Salesforce Experience Cloud and Commerce Cloud, we are able to work with new clients and deliver exceptional customer experiences through innovative solutions that drive results.

Industry recognition: Delivering service excellence

Our dedication to exceptional service and innovative solutions has been acknowledged by analysts and media organisations, with notable achievements including:

- Won the British Interactive Media Association (BIMA) Silver Award for Best Digital Transformation (Zensar and Foolproof).
- Recognized as a Star Performer and Major Contender in the Everest Group Data and Analytics Services PEAK Matrix® Assessment, 2022.
- Named a Top Employer in South Africa for two consecutive years (2022 and 2023).
- Shortlisted among the top case studies in the NASSCOM Business Process Innovation Showcase, 2022, in the category of Innovative Platform - Service Partnerships - Accelerating Impact.

The road ahead: Ensuring sustainable growth with lasting partnerships

Over the past year, our efforts to refine our services, enhance our go-to-market strategies, and invest in talent have produced impressive results. Despite global uncertainties, our order book has steadily improved, and we stand ready to capitalize on emerging opportunities — always with a commitment to being the preferred partner for our clients worldwide.

In closing, I would like to express my deep appreciation to our valued shareholders for their unwavering trust in us. With more than 10,500 skilled Zensarians worldwide, I am excited to lead our pursuit of excellence. Collaborating with the Board and Senior Leadership, we are committed to surpassing shareholder expectations.

Regards,

Manish Tandon
Chief Executive Officer and Managing Director

Board of Directors and Leadership Team

Board of Directors

H. V. Goenka
Chairman,
Non-Executive Director

Anant Goenka
Vice-Chairman, Non-Executive Director

Manish Tandon
Chief Executive Officer and Managing Director

A. T. Vaswani
Independent,
Non-Executive Director

Arvind Nath Agrawal
Independent,
Non-Executive Director

Ketan Dalal
Independent,
Non-Executive Director

Ben Druskin
Independent,
Non-Executive Director

Harsh Mariwala
Independent,
Non-Executive Director

Radha Rajappa
Independent,
Non-Executive Director

U. B. Pravin Rao
Independent,
Non-Executive Director

Leadership Team

Manish Tandon
Chief Executive Officer and Managing Director

Sachin Zute
Senior Vice President and Chief Financial Officer

Vijayasimha Alilughatta
Executive Vice President, Chief Operating Officer

Vivek Ranjan
Senior Vice President and Chief Human Resources Officer

Chaitanya Rajebahadur
Executive Vice President and Head, Europe

Nachiketa Mitra
Executive Vice President and Head, Banking and Financial Services

Manikandesh Venkatachalam
Executive Vice President and Head, Hi-tech Engineering

Harish Lala
Senior Vice President and Head, Africa

Samir Gosavi
Senior Vice President and Head, Manufacturing and Consumer Services, Brand and Communications

Sandy Sharma
Senior Vice President and Chief Digital Transformation Officer

Rajat Sharma
Senior Vice President and Head, Growth and Platforms

Anup Rege
Vice President and Chief Business Officer, Experience Services

Value Accretive Business Model

Our business model depicts our value creation process through our growth enablers by outlining our key inputs, our activities, and the resulting outputs. We offer comprehensive solutions to our clients, beginning with ideation and ending with deployment, in the form of IT development, outsourcing, consulting, including implementation.

Our business strategy supports our objective to provide innovative industry-focused solutions and partner with customers for success. It stresses our excellent stakeholder relationships and value delivery strategy.

The approach shows our commitment to actively engage stakeholders to build a secure and sustainable business. Zensar hopes to create hyper-personalized, unified experiences with this paradigm. We collaborate with customers to understand their journey and provide value. Our Service Lines—Experience Services, Foundation Services, Application Services, Data Engineering and Analytics, and Advanced Engineering Services—align with key value drivers to redefine our portfolio. We are training and recruiting top talent to accomplish this plan. Our commercial performance is intimately related to our environment and social drive, and the model includes how carefully we follow these KPIs. Zensar's strong governance promotes resilient business practises and ensures plan execution.

Inputs

Financial Capital

- **INR 29,762 million** - Shareholder's equity
- **INR 16,693 million** - Retained earnings

Read more on Pg. 30

Human Capital

- **10,563** Global headcount
- **388** Training programmes conducted
- **30.04%** Permanent women workforce
- **71** Focused wellness sessions

Read more on Pg. 34

Intellectual Capital

- **17** Collaborations and partnerships
- **417** Certified cloud architects and engineers
- **One-stop** brand centre
- **40** People in Zen-labs

Read more on Pg. 52

Natural Capital

- **22,989 KL** Water consumption
- **23.29 MT** Waste Generation
- **25,264.38 GJ** Energy consumption (renewable + non renewable)

Read more on Pg. 66

Manufactured Capital

- **37** Offices
- **2** Data centres
- **3** Innovations hubs
- **5+** Global delivery centres

Read more on Pg. 78

Social and Relationship Capital

- **INR 62.75 million** CSR investment*
- **148** Active customers
- **472** Employees volunteering

Read more on Pg. 86

Value Creation Process

Our philosophy

Vision

Leaders in business transformation

Mission

We exist for a singular purpose: making sure our clients thrive in a world of constant change. Our teams join together every day to make smart connections that embrace the diverse and unexpected, unlocking new ideas that lead to fresh directions through impactful solutions.

Process

Our Pillars

Solve together	Take charge of client success
Embrace the unexpected	Put people first

Serving Customers

- Our offerings
- Industries we serve
- Our service model

Driven by strong people culture

Imbibe culture	Nurture leadership	Grow community
Challenge status quo	Govern through best practices	Listen closely

Robust engagement model

Hyper-personalisation	Unified experience	Interconnectedness	
Customer-centricity	Touching lives, spreading joy	Sustainable investments	Responsible procurement

Stakeholders impacted

Customers, Employee, Investors and analysts, Regulatory authorities, Communities, Vendors, Shareholder

Outputs / Outcomes / SDG linkage

Financial Capital

- **INR 48,482 million** Revenue
- **INR 24.7%** RoCE
- **INR 7,143 million** Operating cash flow
- **INR 1,132 million** Dividend distribution

Outcomes

- Delivering profitable growth
- Building a robust balance sheet
- Optimized cost of talent acquisition

Human Capital

- **84** Happiness score
- **80.20%** Talent retention
- **41.5%** Overall diversity mix
- **2,400+** Employees certified externally
- **5,500+** Employees certified internally

Outcomes

- Prioritizing on creating a happy workforce
- Comprehensive well-being - spiritual, financial, physical, and mental
- Developing exceptional talent by nurturing the existing talent pool
- Well-defined leadership succession planning

Intellectual Capital

- **40.3%** Increase in new users on Zensar.com
- **6,000+** Visits to the Brand Centre
- **59%** Increase in engagement through social media campaigns
- **32** Guilds and Communities platforms for innovation

Outcomes

- Fostering an innovative ecosystem
- Continuous investment in latest technologies
- Collaborating with clients to develop sustainable solutions
- Leveraging R&D to drive innovation

Natural Capital

- **17.89%** Renewable energy share
- **1,904.66 KL** Water recycled
- **64.01 lakh liters** Rainwater recharged annually

Outcomes

- Increasing renewable energy share
- Adopting energy optimisation measures
- Positive impact on environment by reducing, reusing and recycling waste
- Reducing carbon footprint
- Progressed towards water positivity

Manufactured Capital

- **3** offices have IGBC Green Interiors Platinum certification
- **58** Square feet of area per employee
- Presence across **14** countries and **29** cities

Outcomes

- Energy-efficient infrastructure and hardware
- Developing safe, accessible, and inclusive workplaces
- Encouraging the adoption of environmentally sustainable practices throughout our offices

Social and Relationship Capital

- **73,400+** Lives impacted through community development initiatives of education and employment in last three years
  14,100+ Lives impacted in FY23
- **2.1+ Lacs** Lives impacted through fever clinics
- **3,000+** People/Women placed through employability initiatives

Outcomes

- Open communication channels to ensure client satisfaction
- Creating a positive impact on the society
- Delivering business growth through long term partnerships
- Ensuring high human rights and ethical standards across the value chain

*INR 3.43 million pertaining to last year and spent this year

Our ESG Roadmap

Topic	Goal	Current status (FY23)	Way forward
Environment			
Carbon reduction	Achieve net zero greenhouse gas (GHG) emissions (Scope-1 + Scope-2) by FY40	**4,057 tCO_2e** **49.3%** reduction compared to base year FY19	**Carbon emission reduction targets:** **11%** reduction in FY24 compared to FY23 **40%** reduction in FY25 compared to FY23
Water positivity	Become water positive by FY25 for owned premises in India	**30,161 Kl** Our water regeneration **22,989 Kl** Our water consumption **31.19%** more water generation vs. consumption for our Pune campus in India	**Water positivity –** Assurance and Certification plan Continue to reduce water consumption by deploying **"less water usage"** initiatives
Social			
Gender diversity	Achieve 40% gender diversity by FY30	**30%** women in total employee count **30.4%** permanent women associates in total employee count	**31%** in FY24
Happiness index	Increase happiness index score to 80 by FY30	**84**	Sustain Happiness Index score at 82 or more
Community development	Reaching 225K lives through community development initiatives by FY30	**210,482** lives impacted through fever clinics **73,408** lives impacted through community development initiatives of education and employment in the last three years	Impacting 22,865 lives in FY24 through community development

Topic	Goal	Current status (FY23)	Way forward
Training	Achieve 80 average hours of training per employee by FY30	**64.6** average hours of training per employee	Ensure average annual average training hours are maintained at 58 or above per employee
Governance			
Sustainable procurement	Assess all suppliers based on sustainable procurement criteria by FY30	Sustainable procurement policy, supplier code of conduct, and assessment checklist in place	20% of A-class suppliers to be assessed on sustainable procurement criteria by mid FY24
Code of conduct	Achieve 100% code of conduct training for employees	**Average 94%** code of conduct training achieved	Average 95% code of conduct training achievement in FY24
Transparency and fairness	Continue our commitment to sustaining a fair and transparent whistle-blower process		
Data privacy and cybersecurity	Continue our commitment to data privacy and cyber security compliances		

Sound Strategy to Enable Enterprise Velocity

As a vital component of our overarching strategy, we are committed to steadily enhancing our execution excellence. This helps us better conceptualize, build, and manage digital transformations for clients while evolving as a more resilient and sustainable business in a dynamic business landscape.

Our strategic priorities

- Enhance client-centricity
- Ensure longevity, reputation, and financial stability
- Bolster cash liquidity
- Build strong capabilities (around AES, DE&A, and SaaS platforms)
- Nurture long-tenured client relationships
- Deepen synergies from acquired entities
- Enhance employee satisfaction

We focus on a multiservice line approach, which we believe will help increase our addressable market by capitalizing on our service line investments.

We are building capabilities around experience-led engineering, which resonates strongly with our clients, resulting in multiple wins across various industries.

Multiservice line solutions targeting industry-specific needs

We have been making remarkable strides in our digital and cloud engineering capabilities, which has helped us gain a strong foothold across deals. In addition to bolstering our data engineering services, we leverage our expertise in this area to provide better insights and analysis to our clients, resulting in a significant uptick in momentum and multiple wins.

At Zensar, we are investing significantly in emerging technologies such as AI/ML, blockchain, quantum computing, and Web 3.0/metaverse. These initiatives are led by our innovation arm, Zenlabs. Our strategic investments have established us as pioneers in these emerging technologies, thereby increasing our capacity to secure novel business opportunities.

Our salesforce represents the linchpin of our strategy, and its sterling performance has enabled us to gain a strong client profile across diverse geographies. Our intervention has helped our clients optimize their sales and marketing processes, resulting in increased revenue.

We have also been winning multiple large deals in Foundation Services, which has been a key growth area. Foundation Services includes a range of IT services that are critical to the operation of businesses, such as infrastructure management, application support, and application security services.

Across industry verticals

3

- Hi-tech and Manufacturing
- Banking and Financial Services and Insurance
- Consumer Services

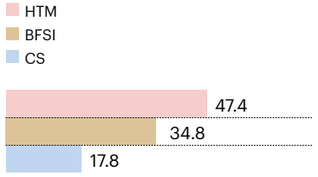
In the HTM (Hi-Tech Manufacturing) vertical, we have managed to steady the ship and gain strong traction. We have taken critical steps to address any underlying issues and are now well-positioned to capitalize on opportunities in the sector. With emerging technologies such as IoT, AI, and cloud computing transforming the manufacturing landscape, our focus on innovation and digital solutions appears to be paying off.

Similarly, in the BFSI (Banking, Financial Services, and Insurance) vertical, we have consistently maintained our growth momentum. We have managed to add marquee logos to our client roster, which is a testament to our expertise in the sector. The BFSI industry is highly competitive and is constantly evolving, and our ability to stay ahead of the curve is a key factor in our success.

In the CS (Consumer Services) vertical, we have augmented our leadership team and delivered encouraging results. Customer service is a critical component of any business, and our focus on providing high-quality services has enabled us to build enduring relationships with our clients. By augmenting our leadership team, we have demonstrated our commitment to enhancing our capabilities in this area and continuing to deliver value to our customers.

Verticals

Revenue in FY23 (in%)



Supported by pillars of execution

4

- Sales
- Talent
- Partnerships
- M&A

Our strategy of focusing on sales, talent, partnerships, and executing mergers and acquisitions (M&A) transactions has been successful in expanding our market share, retaining top talent, showcasing our expertise, and expanding our offerings to better serve our clients.

Our strategy is geared towards execution through accelerated go-to-market, partnerships and alliances, and sales rigor. Our constant endeavor is to execute our strategy effectively and deliver sustainable, profitable growth while keeping our clients at the forefront of our decision-making.

We are committed to strengthening our new businesses by expanding through alliances and partnerships while also developing vertical-specific solution offerings in areas such as Guidewire and supply chain capabilities in the retail sector.

Client experience transformation

We recognize that client relationships are critical to our success. Therefore, we are driving relationships through a client-centric account management process. We believe this approach ensures that we are providing our clients with the best possible service and solutions while also identifying new growth opportunities.

We are fortifying our management of the customer feedback life cycle and prioritizing service lines that concentrate on developing differentiated capabilities and catering to clients globally. Additionally, we strive to create a structure that nurtures a sales-delivery continuum, with an unwavering focus on providing exceptional value to our clients.

We uphold operational excellence by implementing proactive governance and reporting to enhance the predictability of our revenues and margins. Our goal is to streamline our processes and systems to minimize operational overload.

We have been able to reduce attrition significantly which can be attributed to our focus on empowering our human assets through learning, career progression, compensation, and recognition.

We have a strong talent supply chain and fulfillment engine to optimize the demand-supply match, and we have invested in training programs for cross-skilling and upskilling in critical and niche skill areas. Our goal is to establish a strong skill-based organisation with efficient skills management, a robust leadership pipeline, and a focus on upskilling and reskilling in strategic areas. We aim to create a happy workforce and address client needs through positive experiences.

While we are focused on our existing capabilities, we are constantly on the lookout for potential value-accretive acquisition opportunities that can enhance our value proposition and strengthen our capabilities.

Tuck-in acquisitions to augment services and vertical capabilities

In geographies

3

- North America
- UK/EU
- South Africa

Our primary focus is on three geographies — North America, UK/Europe, and South Africa — and we are continuously looking to enhance our delivery centres across the globe to serve our clients better. Any additions to our focus geographies or delivery center capabilities will be in line with our overall strategy and demand/supply fit along our service line capabilities.

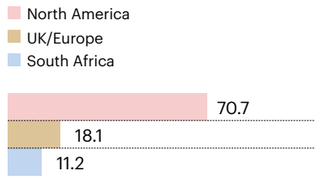
In North America, we are expanding our presence in the BFSI and consumer services sectors. By amplifying our focus on these sectors, we aim to increase our market share in the US and become a preferred technology partner for BFSI and consumer services companies.

In the UK/Europe, we have been experiencing a steady growth trend for the last eight quarters. This growth has resulted from our customer-centric approach and our ability to deliver value-based solutions to our clients. We are looking to expand our operations in continental Europe, where we see significant growth potential. We plan to leverage our existing client relationships and domain expertise to expand our footprint in the region.

In South Africa, we are experiencing continued momentum and have established ourselves as a strong local brand. With our focus on innovation and customer satisfaction, we aim to continue our growth trajectory in South Africa and become a leading technology partner for local businesses.

Geography

Revenue contribution in FY23 (in %)



Navigating Uncertainties, Leveraging Opportunities

We have established a comprehensive approach that enables us to manage risks proactively and effectively and drive enterprise velocity. We continue our efforts to generate value with a balanced risk management methodology and by capitalizing on identified opportunities.

We are constantly advancing our efforts to create a robust risk management framework that provides precise guidance and governance in the systematic management of potential threats. This framework encompasses the entire spectrum of risk management, which involves identifying, analyzing, mitigating, and disclosing potential risks that may arise within our business environment and minimizing any adverse impact on our operations, stakeholders, or value creation, ensuring sustainable growth.

Our enterprise risk management (ERM) program ensures compliance with applicable government and regulatory requirements and, through proposed mitigations and regular monitoring and reporting, acts on potential risks in various economic, environmental, social, and industrial environments that Zensar operates in.

Read more on Pg. 138

Governance

Our commitment to strong governance practices is deeply rooted in our organisational philosophy. The Company's Board of Directors, management, and employees work together to ensure that the highest standards of accountability, transparency, and fairness are upheld in all their transactions with stakeholders. This commitment has enabled us to build a robust corporate governance framework that assures good governance, compliance, risk management, and sustainability.

Exemplary leadership for strong governance

Our commitment to good governance practices is reflected in our exemplary leadership. Zensar's Board of Directors is committed to continuously improving our corporate governance principles, policies, and practices by staying abreast of evolving regulations and benchmarking best practices.

Our Board of Directors comprises experts with a wide range of experience in the IT industry, cyber security, general management, business operations, thought leadership, international business, strategy, mergers and acquisitions, restructuring, human resources management, public policy and governmental regulations, finance, marketing, and risk management. Their collective expertise and commitment to strong governance practices ensure that Zensar adheres to the highest standards of governance in areas such as compliance, risk, and sustainability.

7
Independent Board members

3
Non-independent Board members

Our commitment to responsible governance extends beyond the Board of Directors. The Company's management and employees also follow strict governance principles, policies, and practices in their day-to-day operations. Our culture and mindset reflect this commitment, where ethical conduct and responsible business practices are valued and promoted.

Board diversity

We recognize the critical role a diverse board plays in fostering effective leadership and understand the value that inclusivity brings to the table. By prioritizing board diversity and inclusivity as an essential component of our leadership approach, we create an environment that fosters a culture of diverse perspectives, enabling us to generate innovative solutions and drive improved performance.

At the core of our work culture is the value of inclusion, which has also been integrated into our policies and processes. As an integral part of our Nomination and Remuneration Policy and our commitment to diversity initiatives, we actively seek candidates from wide-ranging backgrounds and emphasize promoting diversity among our leaders.

Comprehensive Code of Conduct

To ensure adherence to robust governance practices, we have put in place a comprehensive Code of Corporate Governance and Ethics, which applies to all Zensar employees.

The Corporate Governance and Ethics Committee (CGEC) facilitates the monitoring of the Code of Conduct (CoC) implementation and acts as a central body for ensuring compliance. The Code of Conduct covers several critical areas — conflict of interest, gifting, membership of social services, directorship of firms and companies, relatives as competitors, confidentiality and discretion, personal integrity, sexual harassment at work, confidential information, and intellectual property. All employees of Zensar are required to complete certification on the CoC to ensure that they are fully aware of the principles contained therein. In addition, Board members and senior management must sign off annually to acknowledge their adherence to the Code of Conduct. This process underscores the importance we place on compliance with ethical standards and ensuring that all employees uphold these values.

Anti-corruption and anti-bribery policies

As an integral part of Zensar's Code of Conduct (CoC), the Company has put in place anti-corruption and anti-bribery policies that all employees are expected to adhere to. The policies are designed to ensure that Zensar conducts its business ethically and with integrity and to prevent any form of corruption or bribery in all the regions where it operates.

To ensure that all employees understand and comply with the anti-corruption policies, we have made it mandatory for every employee to complete certification training on anti-corruption as a part of the CoC. This training is conducted annually to ensure that employees are kept up-to-date with the latest developments in anti-corruption practices.

Stakeholder Engagement

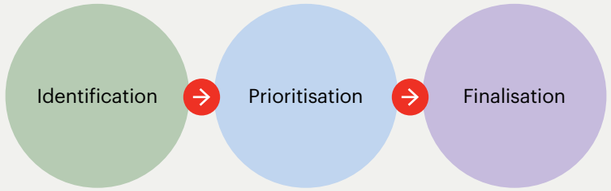
With strong engagement mechanisms, we understand and respond to our stakeholders' concerns and keep them informed of our actions. We engage on a regular basis with our stakeholders, which helps us to gain deep insights into our business.

Stakeholder	Why they are important	Key concerns	Mode of engagement
Clients	Clients help us expand our business	• Differentiated service offering • Positive experience • Quality of service	• Customer engagement survey • Client feedback • Social media
Employees	Employees' skill and expertise are an essential part of our business growth	• Career development • Safety and well-being • Equal opportunity	• Emails • Townhall sessions • Happiness index survey • ZenVerse -our real time tool for employees
Shareholders	Shareholders provide the capital required for our operations and expansion plan	• Long term growth of business	• Quarterly results meet • Annual results meet • Investor presentation • Social media
Investors and analysts	Investors and analysts helps us to understand future business requirements	• Sustainable financial performance • Progress on social and environment matters	• Quarterly results meet • Annual results meet • Analysts meet
Communities	Communities enable us to maintain long-lasting relationship at the grassroots level	• Social contribution • Livelihood generation	• CSR programs • Training and workshops
Vendors	Vendors enable us to provide timely service	• Long term business opportunities • On-time payments • Quality of work	• Vendor engagement programs • Training and development programs • Workshops • Social media
Regulatory authorities	Regulatory authorities ensure compliance and fair practices in business	• Robust governance structure • Ethics and compliance	• Workshops with industry bodies and associations • Industry events • Submission of compliance and statutory reports • Social media

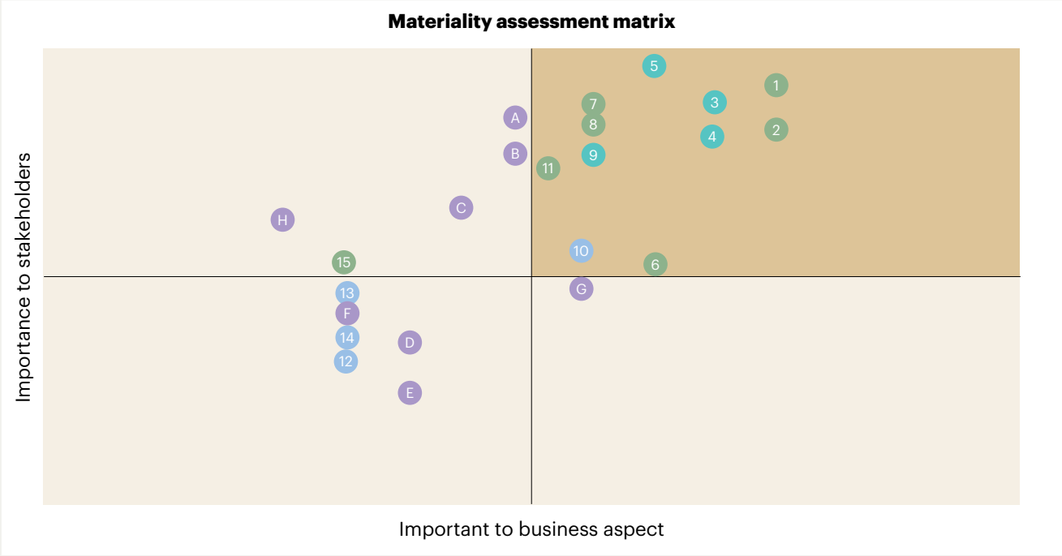
Materiality Assessment

We engage with our stakeholders to identify and address issues that are important to our business. One of our key goals is accurate appraisal of these material challenges. These are critical indicators that contribute to a positive impact on our stakeholders and influence our capacity to incorporate sustainability across the value chain.

Materiality assessment process



We interacted with internal and external stakeholders to capture material concerns. Zensar met with the leadership team to focus on high-impact topics. The matrix below depicts our most pressing concerns. We created it to identify the issues that would have a major impact on our operations and on stakeholders.



1 Customer satisfaction and data security 2 Innovation and digital transformation 3 Delivery capabilities 4 Financial performance 5 Ethical governance and compliance 6 Digital infrastructure development 7 Talent retention and acquisition 8 Employee wellbeing 9 Business continuity 10 Energy management 11 Diversity and equal opportunity 12 Emissions management 13 Water management 14 Waste management 15 Community development
A Skill management and upgradation B Human rights and grievances C Environmental compliance D Climate change vulnerability E Social impact of products F Opportunities in clean technology G Environmental impact/green infra H Policy advocacy

High-priority social material topics
High-priority governance material topics
High-priority environmental material topics
Other ESG material topics

Financial Capital

To continue to create a holistic experience for our stakeholders, we prioritize sustainable revenue growth, prudent capital allocation, and steady operating cash flow generation. Our ability to reinvent ourselves in an evolving technology landscape and stay relevant to our clients enables us to remain focused on creating value for our stakeholders.

Aligned to SDGs

Key performance indicators for FY23

14.2% (YoY)
Revenue growth
Revenue – ₹48,482 Mn

₹3,276 Mn
Profit after tax (PAT)

₹5,522 Mn
EBITDA

34.60%
Dividend payout ratio

₹62,130 Mn
Market capitalisation as on March 31, 2023

₹16,556 Mn
Net cash and cash equivalents

Manufactured Capital
Strategic investments in state-of-the-art workspaces

Human Capital
Investment in workforce development

Intellectual Capital
Sustained investments for research and innovation

Natural Capital
Investing in sustainable energy-efficient infrastructure

Social and Relationship Capital
₹ 62.75 Mn*
CSR expenditure

*INR 3.43 million pertaining to last year and spent this year

Sustainable growth with client-centricity

Our strategic approach is firmly on track and we are witnessing promising signs of increased service line penetration across our client base, indicating that our efforts are yielding positive results. Despite the ongoing macroeconomic uncertainty, the long-term outlook for tech spending remains strong.

As we move forward, our focus will be on laser-sharp execution of our strategy, aiming to deliver sustainable and profitable growth. Our clients will always be at the forefront of our business decisions as we strive to meet their evolving needs and exceed their expectations.

Recently, we have expanded our client base to include several prestigious names from Fortune 500 and Fortune 2000 companies, which has opened up significant headroom for our growth. We are scaling these accounts with our verticalized offerings across our service lines. Partnering with these companies also presents us with opportunities to collaborate on large-scale projects, gain exposure to new markets, and expand our industry expertise.

$570 Mn+
Wins in FY23

Targeted initiatives for margin optimisation

Notwithstanding hurdles such as an unusual wage hike, increased attrition rates, and supply-side restrictions, our methodical approach to margin improvement has shown positive outcomes. At Zensar, we continue to prudently manage our financial capital with strategic improvement in operational indicators, rationalizing costs, and hiring fresh talent. Subsequently, our strong pillars of training and learning help us pivot to improve our operational performances. As a consequence, we are able to improve our margins by end of this fiscal year, and we aim to ensure our sustained growth and financial stability by implementing these cost-optimizing strategies.

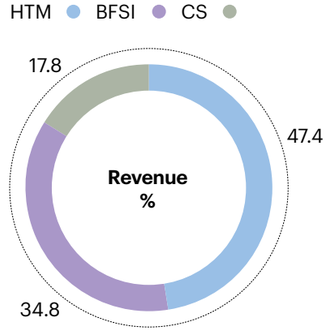
Disciplined approach to margin improvement

- Improve service mix
- Improve commercials
- Improve utilisation
- Optimize pyramid
- Optimize support costs
- Optimize cost of talent acquisition

We are focused on executing our existing growth plan and keeping a continuous emphasis on margin optimisation through targeted efforts in order to maximize value for our stakeholders. Our priority is to increase our addressable market by using our robust portfolio to attract new business.

Driving growth through strategic focus areas

We have invested extensively in strengthening our service lines. This has resulted in significant growth and successful scaling of services and the addressable market. With wins in cloud migration, cloud modernisation, and corporate transformation, our digital engineering capabilities have advanced significantly during the fiscal year.



Expanding capabilities and addressable market

Our investments in service lines have increased our capabilities and expanded our addressable market, generating positive feedback from clients across the spectrum. Our current collaborations with various platforms and hyperscalers are experiencing a steady and robust upward trajectory. Our hyperscaler capabilities have garnered recognition, and we are elevating our partnership levels as a result.

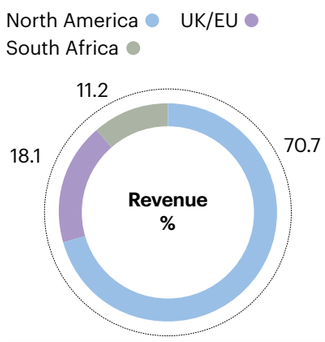
Moving forward, we aim to solidify our position as the partner of choice and a strategic ally within our existing ecosystem of partners. To this end, we are undertaking measures to enhance our outreach, such as forging new alliances and developing specialized solutions tailored to specific verticals.

Sachin Zute
Senior Vice President and Chief Financial Officer

Our client-centric culture being the core of our business has led to deal wins across verticals resulting in revenue growth of 10.3% (in USD) in constant currency. Our focus on driving operational excellence through disciplined cost management program and optimizing operating matrices has helped in improving profitability by end of the year. Our focused efforts on 'Bill to Cash' process has resulted in improving our Days Sales Outstanding (DSO) by 16 days y-o-y, as the company ended the year with $201.5 Mn cash, an increase of $45.8 Mn. Our focus remains on expanding our client portfolio through cross selling of our service line offerings and maintaining a healthy margin. This is going to be key for our long-term profitable growth.

Monitoring market developments for growth opportunities

Our unwavering focus is on executing our operations with precision in our three core geographies — the United States, Europe, and South Africa. We are closely monitoring market trends, and any prospective expansion of our target regions or delivery center capabilities will be assessed against our overall strategy and linked with our service line capabilities to meet our clients' increasing demand requirements.



Operational levers for DSO improvement

Our DSO has shown significant improvement from the previous financial year, resulting in increased cash balances.

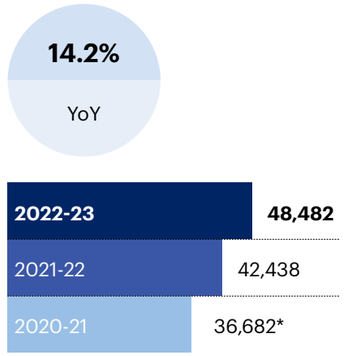
Our achievement has been driven by our unrelenting commitment to continued and sustainable development with major operational levers, tactical compression, and structural reforms all playing vital roles.

These improvements include optimizing billing and collection processes, implementing advanced IT tools, and maintaining disciplined approach across functional teams. These collective efforts have culminated in significant improvement of our DSO.

*After adjusting TPM Business

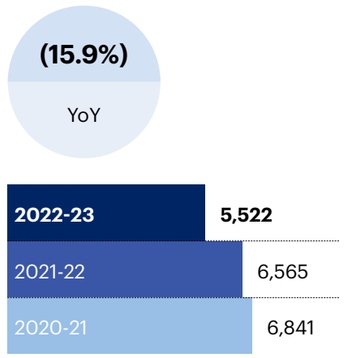
Revenues from operations

(₹ million)



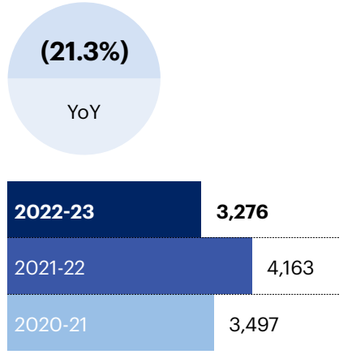
EBITDA

(₹ million)



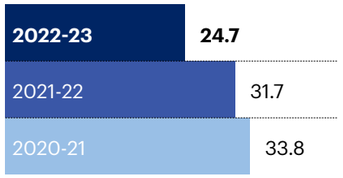
PAT

(₹ million)



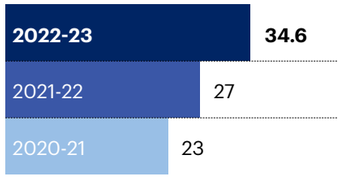
Return on capital employed

(%)



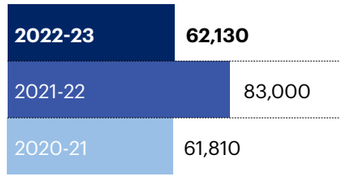
Dividend payout ratio

(%)



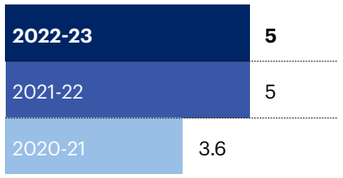
Market cap

(₹ million)



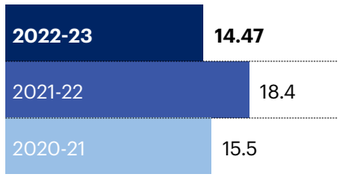
Dividend per share

(₹)



Earnings per share

(₹)



Governance and control framework for financial risk management

With the global economy experiencing instability, the IT industry cannot remain immune to the impact of unstable economic conditions, particularly the fluctuation of major currencies. In response, we have a hedging policy in place that is actively monitored on a regular basis to minimize the risks associated with foreign currency rate fluctuations.

We recognize the importance of other financial risks and have incorporated risk mitigation measures into our governance and control framework. Our internal controls architecture includes a robust system of checks and balances, with the Head of Treasury being responsible for ensuring compliance with internal controls. Compliance is assessed by our internal audit function, which also engages independent firms for periodic reviews to ensure effective risk management.

Our financial statements include disclosures on financial risk management, which are audited by independent external auditors. We consult with forex consultants, banks, and financial institutions to stay fully apprised on market updates and receive guidance for the control and mitigation of forex risk. We also mitigate financial risk by diversifying our investment portfolio to reduce concentration risk. Our investment decisions are based on thorough research and analysis of the market trends and risks involved. We also regularly monitor our investments to ensure that they align with our risk tolerance and financial objectives. In addition, we have a credit risk management policy in place that ensures that we manage credit exposure to our clients and suppliers.

Tax governance and control framework

At Zensar, we recognize that our contribution to the exchequer through taxes plays an essential role in the development of the regions and jurisdictions where we operate. The CFO and Head of Tax assess our tax strategy annually to ensure compliance with all tax laws and regulations in these jurisdictions.

The tax governance and control framework is integrated into our internal controls and monitored regularly through audits by our internal audit function and independent external auditors. The Head of Tax is responsible for ensuring compliance with these controls. Tax disclosures are also included in our financial statements, which are audited by independent external auditors.

Human Capital

Our teams engage with global clients and engineer right-fit solutions so that they can navigate their transformational journey seamlessly and focus on their business outcomes. At Zensar, we invest in empowering our human assets so they can help us and our clients evolve with changing times.

Aligned to SDGs

Key performance indicators for FY23

10,563
Global headcount (temporary + permanent)

30.4%
Permanent women in our workforce

64.6
Average training hours per employee (temporary + permanent)

580
Freshers hired

84
Happiness score

71
Focused wellness sessions conducted

Natural Capital
Employees are involved in biodiversity initiatives

Manufactured Capital
All our offices are equipped with ergonomic infrastructure to avoid workplace injury

Financial Capital
Continual investments in training resulting in enhanced productivity

Social and Relationship Capital
Building long-term and trust-based relations with the community through various interactive initiatives

Intellectual Capital
Employing digital platforms to manage employee training and development

Culture of inclusive growth and development

At Zensar, we believe that happiness lies at the core of a fulfilling life, and this belief is reflected in our approach to creating a happy workforce. We are committed to creating a happy workforce by prioritizing our employees' happiness and well-being. Through our policies, processes, and initiatives, we aim to create an inclusive work environment that supports personal and professional growth, physical and mental well-being, and overall happiness. We have also made happiness an integral part of our induction program for all employees.

We strive to make our employees feel appreciated and ensure they feel proud of the organisation's success. Through numerous training programs and workshops, our employees are encouraged to continually improve their skills and capacities. As an equal-opportunity employer, we are dedicated to fostering an inclusive, healthy workplace that is free from discrimination and harassment.

Our long-standing success is the outcome of the strategies and hard work of our talent pool. We remain committed to empowering our people and offering them safe and healthy workspaces to work and grow. We uphold diversity, equity, and fairness in our operations.

Our efforts will be focused on enhancing our leadership and people management abilities, as well as fostering successful hybrid work practices. In addition, we are concentrating on driving organic skill development in key service lines, notably in technology, domain, and processes.

We are committed to developing critical skills for customer-facing roles such as product managers, program managers, and architects. We are also scaling our Fresh Graduates program aligned with our service line focus areas and various technologies.

Employee value proposition pillars

Our employee value proposition is defined by four pillars — **Grow, Own, Achieve**, and **Learn** — enabling our employees to respond with our signature Think Velocity approach. Our approach allows our employees to create value for our clients while upholding our commitment to the planet.

Grow

We offer our employees a wide range of opportunities to grow in their careers, including challenging assignments, on-site experiences, and leadership skill-building through cross-functional roles. We are committed to supporting our employees' professional development and success.

Own

We prioritize employee voice and leadership, encouraging innovation and growth by providing a space for employees to share their ideas and take ownership of their implementation.

Achieve

Our relentless pursuit of excellence and our promise to our employees is that their hard work and dedication will lead to a taste of victory. Our commitment to our employees is to provide them with opportunities to succeed and exceed expectations.

Learn

We understand that continuous learning is the key to staying ahead today. We prioritize learning through on-the-job experiences and world-class offerings to ensure our employees are always ahead of the curve.

Vivek Ranjan
Chief Human Resources Officer

At Zensar, we take a structured approach to hiring, ensuring that we attract and retain talent from diverse backgrounds. We also prioritize seamless communication with all our employees, creating a culture of transparency and trust. Additionally, our innovative learning and development solutions ensure that our employees have the tools and resources they need to succeed. We have introduced various initiatives such as PRISM (ally group for the LGBTQ+ community), sign language training programs, and gender sensitisation programs. By creating an inclusive workplace, we not only foster a sense of belonging for all our employees but also drive innovation and growth. Our commitment to providing equal opportunities and benefits to all LGBTQ+ members, people with disabilities, and people with diverse backgrounds and cultures are examples of how we prioritize diversity and inclusion in our organisation.

Nurturing our talent pool

We believe that our people are our biggest strength. As Zensar continues to reinvent itself in its journey to stay ahead, we ensure that we remain attractive for the best talent in the world and nurture and grow the exceptional talent we have. As a global information technology services company, we recognize the importance of diversity and inclusivity in building a strong, capable workforce.

Our human assets*

Women

Years	Permanent	Temporary	Total
2018-19	2,646	192	**2,838**
2019-20	2,742	145	**2,887**
2020-21	2,606	132	**2,738**
2021-22	3,309	169	**3,478**
2022-23	3,050	115	**3,165**

Men

Years	Permanent	Temporary	Total
2018-19	6,720	515	**7,235**
2019-20	6,208	429	**6,637**
2020-21	5,990	383	**6,373**
2021-22	7,742	619	**8,361**
2022-23	6,952	446	**7,398**

*The data does not display LGBTQ+ numbers separately

Structured hiring process

We have a strong focus on campus hiring, which provides a platform for engineering graduates to enter the world of information technology services. In addition to technology graduates, we also hire from premier B-schools across the country. This enables us to tap into a diverse pool of talent and bring on board individuals with a range of skills and experiences.

On the other hand, we recognize that hiring experienced professionals can bring a wealth of knowledge and expertise to our organisation. We induct both fresh and experienced talent in our offices across India, the US, South Africa, and the UK, enabling us to build a truly global workforce.

Robust and reliable recruitment team

Our team of skilled recruiters and leads have expertise in various fields, allowing us to focus on specific in-demand skills. Our recruiters have established networks within their respective job categories, and we have access to over a million internal resumes, as well as leading job portals to source talent. Additionally, we have strong relationships with staffing partners and individual contractors in our external ecosystem. They are specially trained in inclusive hiring processes so that applicants do not face any discrimination when they explore opportunities provided by us.

60+
Skilled recruiters

100+
Staffing partner associations

Boosting recruitment with referrals

Our proven strategy involves leveraging our extensive network of over 10,500 employees, who act as brand ambassadors to disseminate targeted recruitment messages to their peers. This approach consistently delivers a high-quality pool of resumes while minimizing back-out rates.

Enhancing visibility through strategic campaigns

Our dedicated team for media campaigns and branding is designed to generate buzz and drive remarkable traction in the market. We have access to top job boards such as Dice, Monster, Indeed, and various university hiring platforms, including Handshake, and partnerships with leading veteran and talent recruitment organisations, including Wayup, Masshire, and Year UP. This helps us ramp up the visibility through strategic campaigns tailored to our needs.

Strategic talent sourcing

We have categorized our 20 technical job categories into four quadrants based on skill complexity, skill aging, talent availability, and talent cost. Our recruitment strategy includes a unique approach to sourcing talent in each quadrant to ensure we attract the right individuals for each position. This approach will help us in achieving our hiring goals while also ensuring that we maintain a highly skilled workforce.

Skill	Technology	Talent pool	Price point	Illustrative skills
Niche	Legacy	Less	High	Mainframe, SAP, Peoplesoft, C++
Common	Legacy	Adequate	Regular	.Net, Java
Common	Emerging	Manageable	Regular to high	Cloud, UX, React, MongoDB, DevOps
Niche	Emerging	Less	High to premium	Data Scientist, ML, Scala

Quadrant-based talent sourcing strategy

Legacy-niche	Legacy-common	Emerging-common	Emerging-niche
• Market heat mapping for talent availability • Targeted headhunting through recruiters and specialized agencies • Special referral schemes • Leveraging internal talent pool for legacy skills	• Established practices and processes in place to ramp-up lateral hiring • Hire, train, deploy model: 3,000+ college graduates get hired and trained every year that get added to resource pool • Internal database • Recruiter network • Generic referral outreach • Vendor ecosystem	• Massive campaign through social media • Leveraging external ecosystem of 100+ partners and independent contractors • Back-to-back recruitment drives and events • Job postings on all possible media – career page, LinkedIn, job portals, and so on • Talent from finishing schools or hire, train, and deploy for lateral hires • Cross-skilling internal resources	• Market heat mapping for talent availability • Targeted headhunting through recruiters and specialized agencies • Sponsoring certifications • Special referral schemes • Leveraging recruiter and internal leader network on social media • Building own database of talent and churning them • Training and reskilling the talent pool

Hire, train, deploy (HTD)

At Zensar, we believe in partnering with leading educational institutions to provide young talent with in-demand market skills as per our requirements. Through our hire, train, deploy (HTD) model, we select candidates and train them in specific areas such as Salesforce, full-stack, and data engineering. This ensures that our employees are ready for specific job roles. We have collaborated with HTD partners to hire both fresh graduates and laterals, providing them with customized training programs to meet our business needs. Our focus on skill development ensures that our employees can thrive in today's ever-changing digital landscape. We take great pride in creating a pool of talented individuals who are ready to make an impact in the industry.

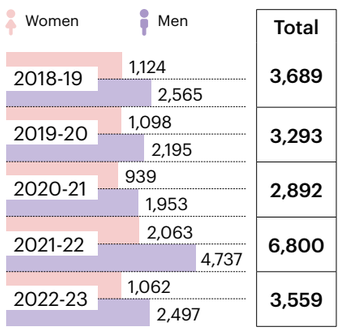
Age group of employees hired

Age group	2022-23	2021-22	2020-21	2019-20	2018-19
<30 years	1,740	4,024	1,698	1,961	2,105
30-50 years	1,686	2,573	1,063	1,181	1,439
>50 years	133	203	131	151	145
Total	**3,559**	**6,800**	**2,892**	**3,293**	**3,689**

Equal opportunities for all

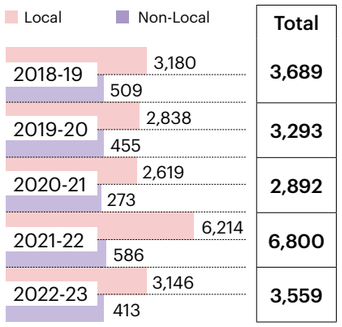
We are committed to ensuring that no candidate is discriminated against, based on their race, creed, caste, color, ancestry, religion, age, sexual orientation, gender identity, disability, marital status, or any such distinguishing factors during recruitment. We recognize the importance of equal opportunities for all and are committed to creating a level playing field for all candidates. We recognize that there are under-represented demographics in our global employee population. Hence, we are committed to addressing this through comprehensive talent-sourcing strategies.

Gender-wise distribution of employees hired*



*The data does not display LGBTQ+ numbers separately

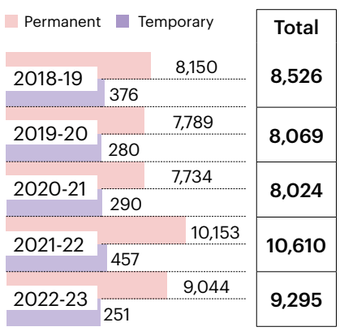
Residential status distribution of employees hired**



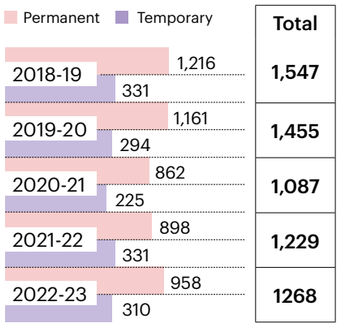
**Employees who have been hired in the country of their nationality

Total employees by region

Employees belonging to local region

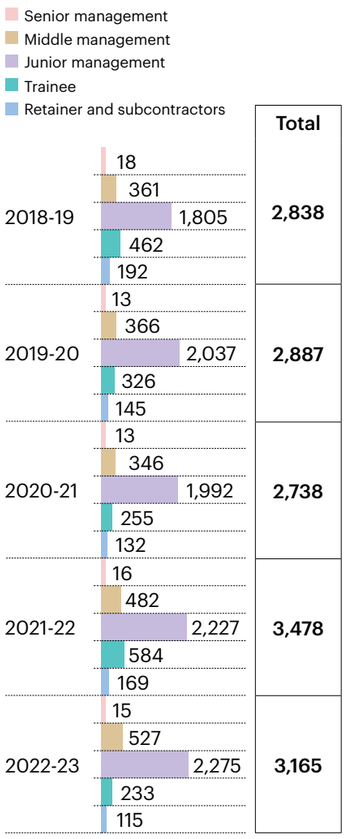


Employees belonging to non-local region



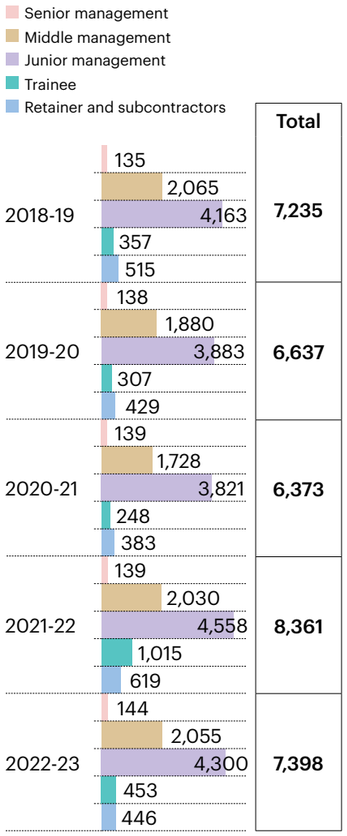
Total employees by designation

Women



Total employees by designation

Men



Total employees by age group

Permanent employees

Age group	2022-23	2021-22	2020-21	2019-20	2018-19
<30 years	4,067	5,028	3,483	3,751	3,990
30-50 years	5,540	5,668	4,857	4,918	5,134
>50 years	395	355	256	281	242
Total	**10,002**	**11,051**	**8,596**	**8,950**	**9,366**

Temporary employees

Age group	2022-23	2021-22	2020-21	2019-20	2018-19
<30 years	107	192	114	156	208
30-50 years	388	500	334	363	447
>50 years	66	96	67	55	52
Total	**561**	**788**	**515**	**574**	**707**

Ensuring seamless onboarding

At Zensar, we have implemented a fully digital onboarding process and conduct all hiring-related procedures remotely. Our Talent@Zensar application serves as the backbone for managing our hiring procedures and associated documentation. After successful onboarding, our employees undergo a range of induction and training programs, including Lateral Induction, Campus to Corporate induction, and specialized technical training. These efforts seek to facilitate a seamless transition into our Company culture and to provide our team members with the skills they need to deliver exceptional results.

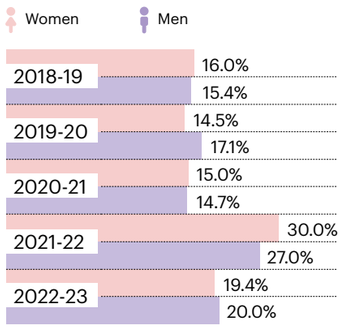
Talent retention

Our talent retention strategy offers a complete work experience that meets our employees' needs and objectives. We have put in place various measures that match our happiness framework, such as Total Rewards, Growth, Learning, and Involvement through connect and leadership visibility forums, as well as career-aligned growth opportunities.

Employee turnover by age group

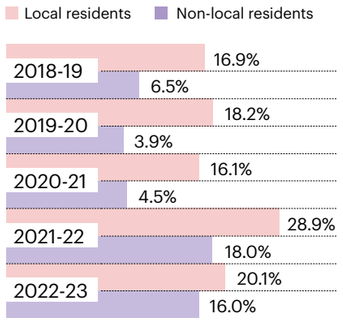
Years	< 30 years	30 – 50 years	> 50 years
2018-19	20.4%	12.0%	9.5%
2019-20	20.5%	13.3%	10.3%
2020-21	20.1%	11.3%	7.4%
2021-22	32.1%	25.6%	15.7%
2022-23	16.9%	22.3%	16.9%

Employee turnover by gender*



*The data does not display LGBTQ+ numbers separately

Employee turnover by residential status**



**Employees who have been hired in the country of their nationality

Rewards and recognition

We are committed to ensuring that our employees feel valued and appreciated for their hard work and contribution to the organisation. Our rewards and recognition (R&R) framework is an integral part of our culture, and we strive to make it better every day. To ensure effective governance and participation, our leadership champions the entire initiative. We also publish bi-weekly dashboards so our leaders can track participation and ensure our R&R practices are effective and inclusive.

Our R&R framework includes peer-to-peer recognitions, spot awards, quarterly awards, annual awards, and CEO awards. We also run appreciation weeks at periodic intervals throughout the year to ensure maximum employee participation. Our quarterly and annual awards are governed by a best-in-class practice of nominations and objective selection of winners. This helps us identify and reward top performers and contributors to the organisation.

Creating a culture of engagement

At Zensar, we believe that a happy workforce is a productive workforce. We are committed to creating a culture of engagement where our employees feel valued, connected, and supported. From monthly celebrations to customized training programs, we take concrete steps to ensure a happy, healthy, and connected workplace.

Celebrating together

At Zensar, we understand the significance of cultural diversity and how different locations celebrate events uniquely. We cherish every opportunity to celebrate with our employees, regardless of their cultural background. We make an effort to mark each employee's birthday with a monthly birthday bash, making them feel cherished and valued on their special day.

Moreover, we personally welcome new hires and transfers to help them settle in and feel at home in their new environment. At other locations, we have hosted Christmas tree parties, ugly sweater parties, and Halloween get-togethers, embracing the diverse cultural backgrounds of our employees. We celebrate appreciation week every year, taking the time to express our gratitude to our employees for their contribution to the organisation's success.

Enabling positive impact through volunteering

We believe that giving back to society is essential to our ethos. We organize food banks for Thanksgiving in Westborough, MA, Princeton, NJ, Durham, NC, and Milpitas, CA. We also involve our employees in the Adopt a Highway program aimed at maintaining and greening the highways.

Strengthening connections across locations

At Zensar, we believe that a connected workforce is a happy workforce. That's why we organize team-building workshops, monthly in-person fun activities, and potlucks that encourage our employees to connect with each other. Our Happiness Survey helps us understand our employees' needs and preferences, and our leadership connect sessions foster open communication and collaboration. We conduct two-week periodic drives to strengthen connections through meaningful non-work-related conversations and recognizing efforts with special eCards.

Going beyond employee satisfaction surveys

We go beyond traditional employee satisfaction surveys by conducting holistic happiness surveys to measure our employees' overall well-being. These surveys help us understand their level of happiness, contentment, growth, and passion for their work. It also enables us to identify areas where we can improve and make changes that will positively impact their overall happiness and well-being.

84

Happiness score

Culture of listening

In line with our value of commitment to people, we provide numerous avenues for employees to express their thoughts, offer suggestions, and discuss career growth with leaders, managers, and HR across all levels. We have offered various platforms to foster open communication.

New joinee feedback

This platform facilitates obtaining feedback and recommendations from newly onboarded personnel, enabling identification of potential areas for improvement. The new joinee interacts with talent acquisition, HR operations, admin teams, and rates them through a feedback form available in the HRMS system.

Focus group discussion

The human resources team facilitates group sessions comprising 18 to 20 employees from various grades, projects, and functions to gather constructive feedback and suggestions for targeted improvements. The resulting suggestions are documented and submitted to the relevant department for review and action.

360-degree feedback

This process enables leaders to receive comprehensive feedback from subordinates, peers, and superiors. Directors and above undergo this annually, while it is optional for lower-level managers during performance appraisals. This process helps identify areas of strength and improvement for leadership development.

One-on-one meetings

Scheduled on a monthly, quarterly, biannual, or annual basis, senior managers convene with employees deemed as top talent or in critical roles. These formal meetings foster career dialogues and facilitate discussions on role enrichment, job rotation, and career aspirations.

Group and skip-level meetings

Group-level meetings provide employees with the opportunity to engage and communicate with managers and senior managers periodically. These discussions involve business plans and updates and seek input from employees. Similarly, skip-level meetings enable one-on-one or one-to-many interactions with two-up managers, promoting team health, connectivity, and clarity.

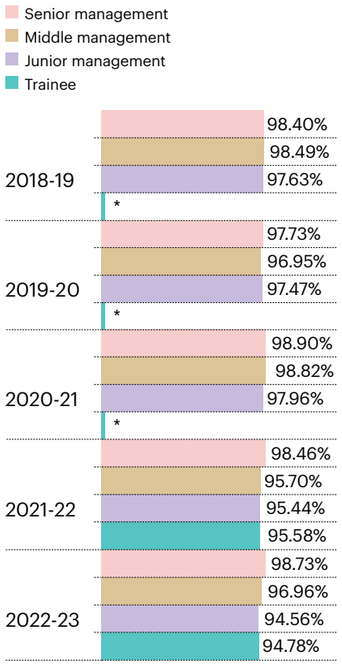
All-hands

Quarterly all-hands meetings are held to celebrate awards and enable employees to communicate directly with their business unit leadership. Employees can inquire about and discuss changes and processes here.

Performance appraisal

An appraisal discussion, facilitated by the employee's manager, evaluates the overall contributions to the Company. This review occurs during our annual, mid-term, and project-end appraisals. Its benefits include goal focus, increased job satisfaction, identification of learning and development areas, and understanding of employee aspirations. Additionally, our PMS system includes a disagreement feature and a consent feature, allowing employees to report dissatisfaction with ratings and verifying whether they have had an appraisal discussion with their manager.

Employee performance appraisal



*Trainees go through MT confirmation process, which is outside annual appraisal, and is done 100% for all MTs

ZenVerse application

This innovative application provides an exclusive platform for employees to directly engage and interact with the CEO/Executive Committee members, enabling fruitful discussions, feedback, and suggestions that have led to notable improvements in the organisation.

Digicast

This platform serves as a means for leaders to communicate significant quarterly achievements and future plans, as well as address any inquiries or solicit feedback from employees regarding the organisation.

Talent@Zensar

This integrated platform provides an efficient resolution for HR, finance, payroll, admin, and travel desk concerns. Employees can submit their inquiries and complaints through the app, which are promptly addressed by the appropriate party within the designated timeframe. Queries left unresolved are promptly elevated to the next level.

Zenlounge+

Our intranet was transformed into a more collaborative and social platform, offering employees the chance to voice their thoughts on various engagements and programs. Zenlounge+ follows the social media approach, allowing comments, likes, and shares. A poll feature allows employees to share their opinions on any topic, providing the organisation with the opportunity to listen and implement changes.

Amber

We have initiated the pilot phase of Amber, an external chatbot that facilitates continuous listening through anonymous/named pulses. Through pre-determined engagement points such as work anniversaries and promotions, the bot generates group-level sentiment and early warning signals for attrition. The objective is to preemptively address potential areas of improvement and reduce attrition rates.

Exit interviews

The interview serves as a formal channel for departing employees to provide constructive feedback and suggestions through a standardized template within the Oracle HRMS system. The HR representative conducts the interview in person prior to the employee's departure, and the process is subject to auditing for continuous improvement.

Grievance redressal policy

When striving to create a happier workplace, it is imperative to be vigilant of employee concerns and keep access open to raise grievances when required. To ensure we facilitate all types of grievance reporting and redressal, a Grievance Review Committee (GRC) has been established for all our valued employees to raise concerns. The GRC teams meticulously investigate each grievance, endeavoring to obtain a comprehensive view of the situation and diligently collating all relevant information and evidence. To ensure accessibility and convenience, any employee can report their grievance through our website portal. Upon completion of a thorough investigation, GRC members submit their recommendations on the appropriate course of action to effectively address the matter at hand.

Learning and development

At Zensar, we understand the significance of learning to remain relevant in today's rapidly evolving business landscape. As a result, we prioritize building next-generation capabilities for our employees by encouraging them to take charge of their growth through our **learn-disrupt-grow** approach. Our training programs are designed to integrate technical, managerial, and behavioural learning to equip our employees with the necessary skills. We utilize service line skill-focus areas, market trends, and alliance partnerships to identify our organisational learning needs. This approach allows us to continuously evolve our capabilities and stay ahead of industry trends, ultimately delivering exceptional value to our clients.

388
Training programs conducted

5,537
Number of employees certified internally

2,473
Number of employees certified externally

Average hours of technical training per employee per year

Employees seniority	FY2022-23		FY2021-22		FY2020-21		FY2019-20	FY2018-19
	Men	Women	Men	Women	Men	Women		
Senior management	8.05	10.29	7.5	8.3	11	14	Overall average learning hours for all levels – 51 hrs.	Overall average learning hours for all levels – 56 hrs.
Middle management	21.43	17.21	28	27	21	19		
Junior management	36.73	37.4	41	44	43	46		
Trainee	190	197	91	126	282	269		
Contractual (FTA/consultant/advisor)	6.62	5.3	7.5	21	12	14		

Average hours of behavioural training per employee per year

Employees seniority	FY2022-23		FY2021-22		FY2020-21		FY2019-20		FY2018-19	
	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women
Senior management	10.01	15.33	21.81	19.08	24.33	27.28	22.15	23.61	13.82	15.74
Middle management	27.61	27.55	25.64	28.89	15.27	20.08	20.00	22.16	18.03	21.73
Junior management	28.10	31.05	27.68	30.33	17.94	19.38	27.19	28.32	17.07	16.23
Trainee	40.61	40.79	22.59	29.67	50.42	51.76	51.54	52.31	22.69	26.31
Contractual (FTA/consultant/advisor)	0.84	1.63	0.69	1.58	0.39	1.31	0.13	0.55	0.23	0.61

People managers development

The People Managers Bootcamp is a comprehensive and immersive developmental experience designed to equip managers with the necessary tools and techniques to enhance employee happiness and cultivate individualized leadership styles. The curriculum covers the entire employee life cycle and focuses on areas such as communication, feedback, recognition, career development, and work-life balance.

Through the boot camp, managers learn effective communication and feedback techniques, strategies for recognizing and rewarding employees and creating development plans aligned with career aspirations. The immersive nature of the boot camp facilitates discussions, exploration of challenging topics, and practical examples, inspiring managers to brainstorm ideas on engaging and retaining their teams and fostering a culture of learning and growth within the organisation.

32
Bootcamps conducted

842
People managers guided

People Manager Playbook

The "People Manager Playbook" is a guide that helps managers create a happy and engaged workforce. Each initiative is meticulously designed to address specific aspects of employee happiness, such as personal and professional growth, recognition, work-life balance, and more. The playbook provides a structured timeline for implementation and includes curated ideas for different stages of an employee's life cycle. By following the initiatives outlined in the playbook, managers can foster a positive work environment that promotes learning, growth, and fulfillment for employees.

Digital learning solutions

Continuous learning and development for our employees are important to stay competitive in today's fast-paced business environment. To support the professional growth of teams, we leverage digital platforms to provide a range of learning opportunities that are easily accessible and available anytime, anywhere.

ZenLearn

Our learning portal, ZenLearn, which is available on the web and as a mobile app, caters to the continuous learning needs of our teams. Employees can use ZenLearn to identify areas for development and select learning programs to help them improve in those areas. They can also monitor the fulfillment of the defined learning needs. Managers can use ZenLearn to track their team's learning progress. Using the portal, employees can check the monthly training calendar and register for programs.

48,300+
Learning needs identified on ZenLearn

The DAP 2.0 module on ZenLearn empowers our employees to take ownership and accountability for their learning. With the ability to personalize their learning experience, our employees can identify their unique development needs and access a range of learning offerings, including e-learning programs, classroom and virtual instructor-led programs, and more. By mapping these offerings to our employees' competencies, we ensure that our learning and development programs are aligned with their individual needs and styles.

8,450+
Employees created Development Action Plans (DAPs) on ZenLearn

Skillsoft Percipio

We are delighted to be collaborating with Skillsoft Percipio, a global leader in e-learning material. Through this collaboration, we are able to provide our employees access to a vast library of high-quality learning resources they can utilize to improve their skills and knowledge. We feel that this relationship will help us realize our aim of providing our employees with the best possible learning opportunities.

9,300+
Employees completed learning modules on Skillsoft Percipio

SuccessFactors

We use SuccessFactors to manage our learning and development programs. SuccessFactors offers us a comprehensive solution for managing our training programs, tracking progress, and reporting on learning outcomes. With SuccessFactors, we can efficiently manage our learning resources and provide our employees with the best possible training experience.

Nurturing leadership and technical skills

At the heart of our efforts lies the development of effective leadership. To this end, we have crafted a comprehensive Leadership Competency Framework that enumerates key leadership and management skills needed at every level of leadership. Our leadership development learning offerings are carefully tailored to align with these competencies. Our esteemed senior leaders, drawing from their individual performance reviews, contextual role considerations, ecosystem understanding, and personal career aspirations create customized long-term development action plans (LDAPs). These plans guide their growth and equip them with the necessary tools to lead with excellence.

Multi-tiered leadership development

Our senior leaders have access to a variety of courses designed to address their specific learning needs, such as Personal and Organisational Leadership, Leading in the Global Economy and Finance Value Creation, Strategic Thinking, and Strategic Innovation. These courses assist in the transformation of our leaders from technology/ functional experts to adept business leaders who skillfully balance operational, strategic, and people-oriented management approaches.

In addition, our Leadership Acceleration Programs (LeAP) constitute a unique suite of initiatives crafted to instill the necessary leadership skills and mindset in our employees, enabling them to thrive in their current roles as well as future ones. We provide multi-tiered leadership programs to cater to the developmental needs of leaders across all levels within the organisation.

CLADeTHON: The Velocity Thinker

This initiative aims to integrate our freshers into our vision and focus on velocity. It provides young talent with real-life project experience through a coding competition. The program is designed for all freshers and comprises a three-day hands-on coding activity with defined milestones. Participants are assigned mentors, and problem statements are based on their domain. Various activities are planned for teams, including interaction with leaders and entertainment. The CTO, COO, and SFA Heads are invited to view team presentations during the final judging round, with winners declared during the grand finale.

300+
Graduate participants

30+
Teams

Executive education programs for leaders

We are committed to building a skilled and competent workforce, and to this end, we offer a range of executive education programs to our mid to senior-level leaders. Our tie-ups with premier B-schools such as the Indian School of Business (ISB), IIM Ahmedabad, and IIM Kozhikode, ensure that our leaders receive the best-in-class executive education. These programs are designed to enhance their strategic thinking, leadership skills, and business acumen, enabling them to drive growth and innovation within the organisation.

We also recognize the importance of niche technical skills in today's rapidly evolving technology landscape. Our tie-ups with premium technical universities like IIT Madras and IIT Delhi, enable us to offer our employees specialized programs in areas such as data science and advanced engineering skills. This helps us build a workforce that is equipped with the latest technical knowledge and expertise to meet our client's needs.

L&D awards

Gold winner at the Brandon Hall Awards under the category of 'Best Learning Program Supporting a Change Transformation Business Strategy' in partnership with our premium training partner.

TISS LeapVault CLO Awards: 'L&D Team of the Year', 'Best Apprenticeship/On the Job Training Program', 'Best Game-Based Learning Program', and 'Best Employee Engagement Program.'

Ranked among the global elite of the 2023 Training APEX Awards winners.

Diversity, equity and inclusion

At Zensar, we are committed to fostering a more diverse and inclusive culture. We understand that fostering an inclusive environment that embraces diversity is essential for building strong teams, driving innovation, and achieving business success. We are committed to creating a workplace where everyone feels valued, respected, and supported. Our goal is to ensure that all employees have equal opportunity to thrive and reach their full potential, regardless of their race, gender, sexual orientation, religion, age, or any other characteristic.

7

Diversity and inclusion initiatives implemented

Governance measures to ensure diversity

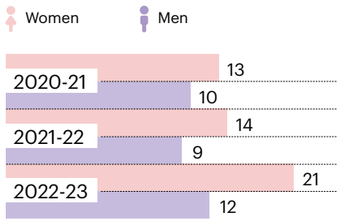
To ensure we achieve our DE&I objective, we have established the Global Diversity, Equity, and Inclusion Council, which includes DE&I track-wise teams and employee resource groups. This council is responsible for putting our diversity plan and policies into action, advising leadership on diversity issues, and tracking progress on diversity efforts. Our advisory board identifies initiatives that have a direct business impact on our success and a high impact on society.

We are dedicated to staying updated with global standards and developing DE&I advocates within the organisation. In the fiscal year, we conducted a gender sensitisation program for all leaders and managers.

580+

People leaders and managers underwent a gender sensitisation program

Diversity in governance bodies-DE&I Council*



*The data does not display LGBTQ+ numbers separately

Creating an enabling environment

Our diversity program aims to create an enabling environment for people from diverse categories, such as women, members of the LGBTQ+ community, people with disabilities, and people with generational, ethnic, and cultural diversity. We have set a 2030 vision and target for diversity hiring, implemented policies and processes to promote diversity, and conducted gender sensitisation programs. Our leadership development program and employee resource groups like ZENWEN for women and PRISM for the LGBTQ+ community further demonstrate our commitment to diversity.

Enliven

This program is designed to support women professionals in India who wish to return to the workforce after a career break. This enables a smooth transition for women professionals into the workplace, regardless of the nature of their career break.

37

Women professionals with this background are in the company today

500+

Women professionals committed to onboarding

Recognized by the AVTAR Group in the 'Top 100 Best Companies for Women in India' and in the 'Top 50 Most Inclusive Companies in India'

Providing care and support to expecting mothers and new mothers

We are committed to providing flexible work arrangements to all our employees, including telecommuting and flexible schedules. We offer extended leave options beyond the standard maternity leave period to help new mothers adjust to their new role as a parent and bond with their children. We also provide childcare support through in-house facilities or referrals to reputable providers. Our unique Pregnancy Care Program, ZIVA, supports female employees before and during pregnancy, while our Employee Assistance Program, ZAAP, offers confidential support on personal and professional issues.

PRISM

Last year, Zensar launched PRISM, an ally group for the LGBTQ+ community. Through this, the policy coverage benefits have been extended to include the partners of our employees, both same-sex and heterosexual. They will now be recognized as equivalent to a "spouse." Their legally adopted children will be recognized as "dependents." This policy extension provides comprehensive insurance coverage, leave, statutory social security, and retirement benefits.

Some of the major initiatives taken under PRISM are as follows:

01 Inclusion session for PRISM members

02 Gender neutral washrooms

03 Gender neutral dress code

04 Initiated process for all inclusive language for all policies and documents

05 Participation of allies in the India workplace equality Index 2022 conference

06 Leveraging podcasts of ally members to create awareness

Our DE&I initiatives have been appreciated with accolades:

- 'Top 5 Companies in Diversity' 2022 (Large Enterprises)
- 'Top 20 for Women's Leadership Development' in 2021 and 2022
- 'Top 20 Diversity Programs' 2021 and 2022
- 'Top 20 Diversity Policies' 2021 and 2022
- 'Top 20 Diversity Champion in 2022' – Sanjana Vaidya
- Featured in Avtar's '100 Best Companies for Women in India' 2018, 2019, 2020, and 2022
- Featured in 'Avtar's 100 Most Inclusive Companies in India' 2018, 2019, 2020, and 2022
- Amongst '100 Best Companies for Women in India 2022' (BCWI) and 'Exemplars - Most Inclusive Companies in India' (MICI) by Avtar and Seramount

Employee well-being

We place a high priority on the health and well-being of our employees. We offer a comprehensive range of benefits, including health insurance, accident insurance, term life benefits, annual health check-ups, pregnancy care programs, and employee assistance programs. We also prioritize mental well-being through sessions on holistic wellness and summits. Our global work-from-anywhere policy, voluntary car insurance, car lease benefits, national pension scheme, leave travel allowance, telephone reimbursement, fuel reimbursement, relocation allowance, and gratuity ensure employee satisfaction. Our parental leave program has had a beneficial impact, with more than 90% of employees who used it continuing with us after a year.

Parental leave status

Number of employees who took parental leave

	FY2022-23		FY2021-22		FY2020-21		FY2019-20		FY2018-19	
	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women
India	224	167	178	122	158	99	261	87	266	74
USA	11	2	0	0	21	7	17	3	32	4
UK	1	0	0	0	2	0	12	0	3	0
SA	4	0	3	0	3	0	1	0	0	0

Number of employees who returned to work after parental leave

	FY2022-23		FY2021-22		FY2020-21		FY2019-20		FY2018-19	
	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women
India	224	167	178	120	158	96	261	84	266	72
USA	11	2	0	0	21	7	17	3	32	4
UK	1	0	0	0	2	0	10	0	3	0
SA	4	0	3	0	3	0	1	0	0	0

Number of employees who returned to work after parental leave ended who were still employed 12 months after their return

	FY2022-23		FY2021-22		FY2020-21		FY2019-20		FY2018-19	
	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women
India	194	163	153	108	146	92	214	63	189	54
USA	10	1	0	0	0	0	14	2	30	4
UK	1	0	0	0	0	0	4	0	1	0
SA	4	0	2	0	2	0	0	0	0	0

Employee health awareness

We organize events like World Heart Day and World Earth Day to promote heart health and sustainability. We encourage our employees to participate in fitness events accessible in their respective locations, such as marathons, cricket tournaments, badminton, fun walks, and more. We have also been driving CHARM (Charity as We Run), which encourages employees to run miles that equate to points that will be converted into currency and contributed to charity on their behalf. At the RTP US delivery center, employees marked the occasion of World Earth Day by adopting a sustainable mode of transportation and cycling their way to work.

World Heart Day celebrations held in Westborough, MA, and Princeton, NJ, included a range of activities such as vital sign checks, heart-healthy lunches, and fitness challenges to raise awareness about heart health. The addition of a team walk in Princeton further emphasized the importance of physical activity in maintaining a healthy heart. Through these events, Zensar continues to foster heart-healthy habits among its employees and beyond.

Occupational health and safety

We are dedicated to continually improving our health and safety practices for employees/workers (permanent and contractual), service providers, and visitors. Our Environment, Health, Safety and Energy (EHSEn) policy and objectives are defined at an organisational level, and we review them annually or on a need basis to ensure they are compatible with the strategic direction of the organisation.

All our India offices are certified under ISO 45001:2018

Creating a culture of safety

We believe that health and safety should be integrated into our business planning, decision-making, and management practices. We regularly undertake health awareness initiatives, and all employees have access to a special e-learning module on health and safety.

Our organisation-level objectives are translated into function/delivery-level objectives and are monitored and measured based on performance indicators that carry targets. We have objective achievement plans that include roles and responsibilities of the employees against each action identified to achieve the objective, and we measure actuals against these targets on a periodic basis.

71

Focused wellness sessions conducted

Health and safety training

We regularly conduct health and safety training for our employees through internal and external domain experts. This ensures that our employees are well-equipped with the knowledge and skills necessary to maintain a safe and healthy workplace.

100%

of our contractual workers underwent 203 occupational health and safety trainings.

Mitigating workplace injury

At Zensar, we recognize the importance of creating a healthy and safe workplace for all our employees. We understand that long hours of continuous sitting at the workplace or travel to various customer locations can lead to various health risks such as strain, injury, and mental fatigue. To mitigate these risks, we have implemented various measures to ensure that our employees can work in a comfortable and safe environment.

- Infrastructure procurement to meet ergonomic requirements
- Design architects and consultants appointed for selection of furniture and chairs
- Industry-leading facilities to meet all employee needs
- Implementing global safety standards
- Regular workplace assessment to ensure cleanliness, comfort, and safety for all employees

Disaster and incident management

We conduct half-yearly training on disaster and incident management, covering fire, natural calamities, accident response and first aid, environmental emergency, chemical spillage, snake and animal bites, terrorism, and mob violence. Our premises have an emergency response plan in place with a roadmap and incident reporting flowchart at appropriate locations. We consider safety during travel of utmost importance in our EHS practices. We ensure that our employees are well-equipped with the knowledge and skills necessary to handle any emergency or disaster situation, both within and outside the workplace.

0

Work-related injuries reported from operations

Smarter HR processes

Zensar recognises the value of digitisation in streamlining HR processes. Our core HCM (human capital management) systems serve as the foundation for driving all essential HR processes digitally. While highly integrated and seamless tech platforms such as SuccessFactors, Workday, and Oracle lead this effort, we understand that standalone solutions for specific HR processes integrated well with the HCM systems generate higher satisfaction rates.

Simplifying processes for employees

Digital employee self-service instruments, such as leave booking and individual information access, make assignments more available for representatives.

Shorter meetings

We value time, and hence, we have made it a default setting in Microsoft Outlook to have shorter meetings of 25/50 minutes instead of the traditional one-hour meetings. By having shorter meetings, we ensure that our employees have enough time to focus on their work while also encouraging them to maintain a healthy work-life balance.

Innovative HR process solutions

Employee experience platforms, such as ServiceNow and Microsoft Viva, manage hybrid work, employee onboarding, and custom career and development tracks together as a set of integrated process flows. Talent intelligence platforms help companies with sourcing, internal talent matching, intelligent succession management, and data-driven solutions for assessment, job design, and skills analysis. We have pilot-launched Amber, a listening bot that captures the real-time pulse of employees and helps us identify areas of improvement to reduce attrition.

Democratizing leadership and rewards

Technology is uplifting traditionally manual processes like coaching and leadership to democratize them for the entire organisation. It is also assisting in managing rewards and recognition programs of companies to introduce gamification elements and make rewarding easy and more engaging for both HR teams and employees.

Intellectual Capital

As a digital solutions and technology services major, our robust innovative capabilities and intellectual property (IP) form the strategic pillars of our solutions. Our knowledge-based intangibles lend us a competitive edge over other players. Additionally, we make substantial investments in research and development to cater to the unmet needs of our clients. Our innovative approach, combined with these strategic pillars, ensures that our solutions are future-ready, making us the partner of choice for our clients.

Aligned to SDGs

Key performance indicators for FY23

59%
Increase in engagement through social media campaigns

50.8% ↑
Unique page views of Zensar.com

32
Number of guilds and communities

40
Number of people at Zenlabs

5
Patents granted

Human Capital
Talent pool involved in research and development at Zenlabs

Financial Capital
Investment in research and innovation

Social and Relationship Capital
Collaborations and academic alliances with clients

Natural Capital
Efficient and sustainable management of resources for innovation

Manufactured Capital
Robust cybersecurity infrastructure

At Zensar, we are excited about what is next. Thus, we are always exploring new avenues of growth and identifying potential collaborators, ranging from small-scale startups to industry giants. For this, we conduct a comprehensive analysis of market demand and technological advancements in various domains. Our partnerships are focused on emerging technologies such as cloud computing, deep learning, augmented reality, AI engineering, and blockchain, among others.

Vijayasimha Alilughatta
Chief Operating Officer

We endeavor to unlock the next phase of growth for our clients so that they can thrive in an environment where emerging technologies are redefining business models. To this end, Zensar remains committed to delivering best-in-class engineering solutions to our growing clientele.

At Zensar, we are focused on harnessing the innovative ideas of our world-class talent to develop differentiated solutions for our clients. Our approach of being an ecosystem orchestrator will enable us to partner with clients in accelerating their enterprise velocity and agility.

As technology continues to evolve at an unprecedented pace, we remain at the forefront of this revolution, particularly with the advent of foundational models such as ChatGPT. The advanced research that we conduct in Zenlabs has also aided in sharpening our novel capabilities.

Over the years, we have strived to position ourselves as a trailblazer in experience-led, domain-driven, cloud-native transformation partnerships and sought to forge strong alliances with hyperscalers. To achieve this, we remain focused on protecting our intellectual property. Additionally, we are investing in a revamped technical learning academy, experiential learning platforms, and contextual learning programs for our key clients.

Brand refresh

We initiated a brand revitalisation campaign the preceding year, which has helped to develop a robust brand identity, articulate our brand narrative, and cultivate consumer loyalty. Our refreshed brand story effectively communicates our core values and the underlying motives that drive us.

Rolling out our new brand identity on social media

Objective

To launch the rebranded Zensar on social media platforms by interacting with audiences through compelling communication that matches the brand's new and exciting visual style and voice.

Strategy

The communication strategy followed a logical sequence: introducing the new brand, expressing the meaning of Think velocity — our go-to-market proposition — to businesses and prospective employees, and articulating our services and solutions using the concept of velocity. To further establish the new brand in the minds of our clients, we launched the Enterprise Velocity campaign, where we shared the results of a Zensar survey in which 300 global C-suite business leaders from diverse industries responded to questions concerning velocity in the business context. We also launched a sub-campaign, #ArtInVelocity, where our employees demonstrated their understanding of velocity through art.

Approach

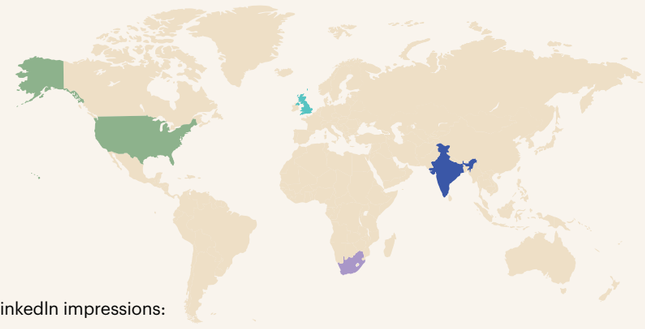
We launched campaigns on all four social media channels but focused primarily on LinkedIn, as we are a B2B company, and Instagram, since it is extremely popular among our prospective employees, making it our major channel for employer branding.

3 months Brand Refresh Campaign Impact

47K
Total engagements on **Linkedin**

40K
New followers across channels through **555 posts**

58%
Increase in engagement
(average monthly engagement rate increased from 2% to 4%)



LinkedIn impressions:

- **+375k** in the US
- **+753k** in the UK
- **+394k** in SA
- **+492k** in India

Additionally, our rebranding effort marked a fundamental shift in our strategic approach, which aligns our service lines and offerings with our brand image.

Experiencing #ANewZensar via a central hub

Objective

To ensure all employees have a consistent and seamless experience of #ANewZensar via the Brand Center, a one-stop solution for all things brand.

Strategy

Our Brand Center, a central repository for all Zensar assets, helped us provide our people with a uniform understanding of the revamped Zensar brand. We spoke with Microsoft to explore how we could use Microsoft Viva to set up the Brand Center. Due to its familiarity, intuitiveness, and accessibility to current users, Viva Connections was the best option, taking into consideration the use of the Microsoft ecosystem and the wide adoption of MS Teams within the organisation. The decision to embrace Microsoft Viva was strengthened further by the integration of existing Microsoft assets and the capability to create custom HTML code.

Approach

For a long time, brand assets were shared manually via e-mail. Numerous versions with multiple stakeholders meant countless iterations, which led to inconsistencies and significant problems. With Viva Connections, we created a Brand Center that is completely centralized, and all brand assets are accessible to our workforce of 10,500+ individuals. The Brand Center is a dynamic entity that serves as a space for our people to interact with the brand via typefaces, logos, letterheads, templates, blogs, videos, news, and more. Sharing information is now effortless, immersive, and engaging.

Impact (FY23)

Our Brand Center has seen:

6,000+
Visits

17
Visitors/day

4,800+
Downloads

1,350
Manual hours saved

Scan to know more

A smarter, fresher Zensar.com

Objective

To redesign Zensar.com to deliver an engaging experience that echoes the new brand proposition, design, and language.

Strategy

We collaborated with Indigo Slate, a Zensar company with exceptional UI/UX capabilities, to create an intriguing story that would provoke a strong emotional response in users. We wanted to ensure that all the key pages of the site deliver a delightful experience to all visitors. We introduced carousels to reflect different instances of our expertise from case studies to key articles and insights.

Approach

We are a leading, experience-driven engineering and technology solutions company that encourages Smart Connections and Fresh Directions. We want people to feel that our new brand platform is energetic, courageous, optimistic, confident, and caring. To accomplish this, we developed:

- A native parallax scrolling page in which layers of content move at various speeds to collide in unique ways controlled by the user
- A hero moment for our offerings and pillars
- Incredible and interactive storytelling

Zensar.com Performance(FY23)

203k+
Visitors

200k
New visitors

370k+
Unique page views

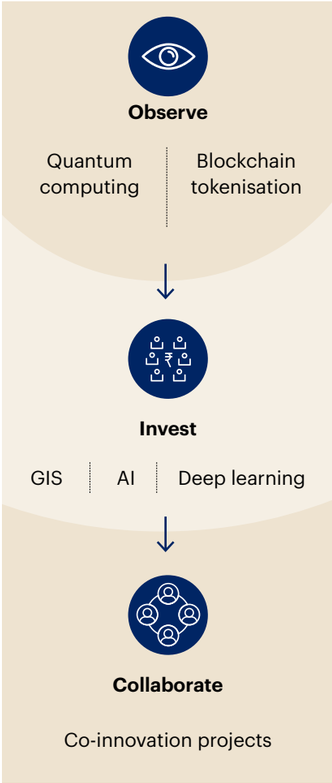
Page load time:

+22.6%

(improvement from 18 secs to 11 secs)

Innovation strategy

Our innovation strategy is rooted in three key elements: observe, invest, and collaborate.

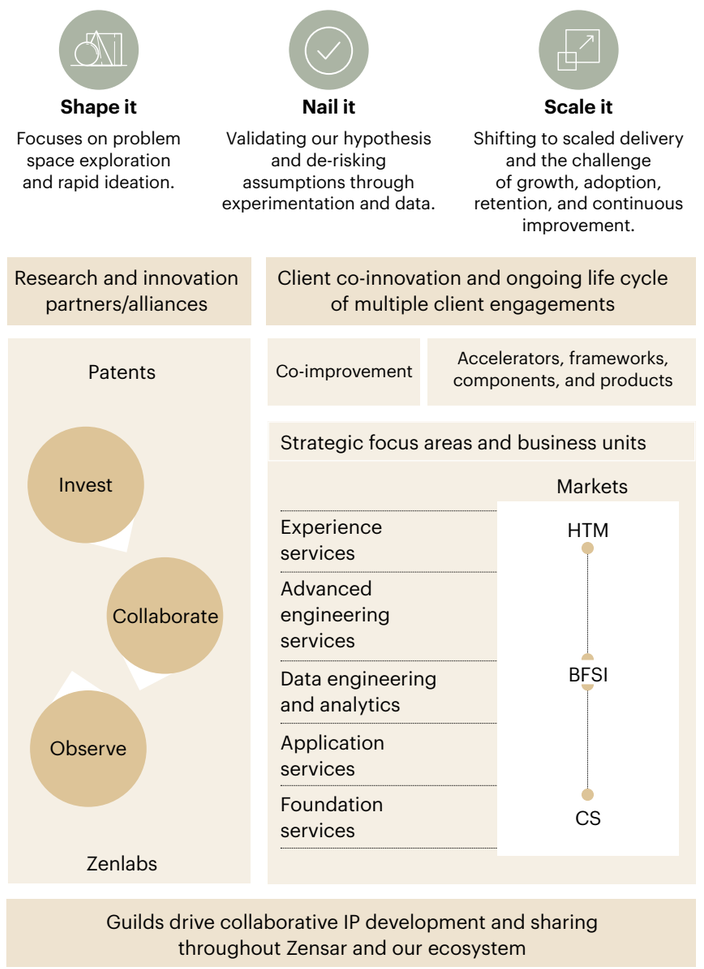


In the observe category, we closely track emerging technologies and industry trends. This helps us stay ahead of the curve and make informed decisions about incorporating new technologies into our offerings. Our team worked on several collaborative projects and jointly published thought leadership papers on quantum computing and blockchain tokenisation.

In the invest category, we strategically invest in sectors with long-term growth potential. This year, we made investments in the geographic information system (GIS) and artificial intelligence (AI) spaces. Our prudent investments have already started yielding positive results. We continue to invest in the blockchain and deep learning domains, as these align with our long-term vision for growth.

Our collaborate category is focused on fostering collaboration, both within our Company and with external partners. This year, we accomplished a record number of co-innovation projects with our clients, and we are exploring collaboration opportunities with prominent academic institutions to remain apprised of the latest research and technological advancements.

Client success aligned - innovation and IP framework



Intellectual property

Zensar prioritises intellectual property advancements through collaborative partnerships with esteemed clients and stakeholders. It helps develop innovative solutions that contribute to the creation of valuable intellectual property assets for the Company.

We empower our employees with advanced training on emerging technologies, actively engage in co-innovation projects, and champion an open model of engagement. We take necessary measures to safeguard our proprietary technology and systems by filing appropriate patents.

The following patents were filed during the fiscal year:

Method and device for performing data encryption using quantum computing

An imaging system and a method for image quality enhancement

Method and system for issuing alerts for a location to be excavated

Method and system for generating useful insights

Client-focused innovation in service offerings

At Zensar, we collaborate closely with clients to deliver effective digital solutions. We offer an overview of the problem and possible solutions and work with clients to identify the best approach. Through continuous iteration (via proof of principle, proof of viability, proof of concept, etc.) and regular ideation sessions, our teams identify technology solutions that address emerging business needs in specific industry verticals.

Empowering clients with new service offerings

This year, we made considerable progress in several areas and demonstrated the same to our clients. Some of these are:

GIS and AI

We have created a solution that combines geographic information systems (GIS) and artificial intelligence (AI). Using this, businesses can identify potential excavation hazards, such as gas pipelines or electrical wires, and take necessary precautions to prevent accidents.

AIOps

The software stability predictor in our AIOps (artificial intelligence for IT operations) solution assists enterprises in estimating potential defects. By employing machine learning algorithms, it can identify patterns and anomalies in data to predict probable failures, helping businesses take proactive steps to minimize downtime and optimize their IT operations.

Syndata using AIGAN

Our innovative solution Syndata uses AI-generated data to provide synthetic data that is comparable to actual data. This is especially useful in situations where the privacy of the original data needs to be preserved. Syndata creates synthetic data that is statistically similar to the real data using an AI technology called AIGAN (Adversarial Input Generator).

Master data management

Our master data management (MDM) solution helps businesses manage critical data, including data related to customers, products, and financial information, in a centralized and consistent manner. This allows businesses to make informed decisions based on accurate and current information.

Blockchain

In the blockchain space, we have been working on several use cases like Buy Now, Pay Later (BNPL), which are related to the banking industry. Blockchain technology provides a secure and transparent platform for transactions, with reduced fraud and greater efficiency, which is crucial to the banking industry.

Diverse service lines portfolio

Our five service lines include Advanced Engineering Services, Experience Services, Data Engineering and Analytics, Application Services, and Foundation Services. We offer a variety of services under each of these service categories.

Refer page 05 of the report for a detailed overview of our service offerings

Full-stack capabilities for enhanced agility

We have directed our effort and resources to the advancement of our Velocity Stack™ to develop a comprehensive solution, full-stack, which consists of customizable frameworks encompassing forward-thinking reference architectures, sophisticated automation technologies, versatile platforms, and domain-specific solutions. It allows global businesses to add value, expedite time-to-market, enhance agility, and optimize operational efficiency.

Among the assets that have contributed to the development of a robust suite of reference architectures, platforms, and reusable components are the following:

- **XR Assessment**
  A framework and tool that helps clients define their cloud migration roadmap.
- **1C Foundation**
  A partner tool that enables clients to set up their cloud foundation with a single click.
- **ZenKUBEV2C**
  A service offering that enables clients to convert their virtual machines (VMs) to containers and deploy them in the cloud.
- **Transform2Micro**
  A service that assists clients in converting their monolithic applications to cloud-native microservice architecture (MASA).
- **Secure Containerisation**
  A service offering that delivers containerisation and migration recipes that are both accelerated and secure.
- **LIME Assessment**
  A portfolio assessment tool that assists clients in prioritizing their cloud transformation investment.
- **Guidewire to Cloud**
  A service offering that allows clients to transfer and host their Guidewire modules on AWS and Azure.
- **DigiDex**
  A service that combines MS Viva with ServiceNow gamification to assist clients in improving employee engagement and productivity.
- **Observe2Resolve (IntelliOps)**
  An observability platform that provides proactive monitoring, alerting, and healing to ensure available and performant cloud environments.
- **Smart Assist for Wealth Managers**
  A service offering that provides wealth managers with AI-driven virtual assistants to help them grow and manage the risks of their portfolios.
- **AzureMigrate**
  A migration solution that streamlines the migration process and ensures a smooth transition to Azure cloud.
- **CloudSecure Framework**
  A cloud security service offering that includes IAM, threat hunting, threat prevention, and SOC services.
- **SpendOptimizer**
  A service that provides clients with tools and a framework to help them understand, control, and optimize their cloud expenditure.
- **SiERRA**
  An automated testing service for cloud-native supply chain transformation.

Zensar Studios

Zensar Studios empowers our clients to create groundbreaking innovations and allows us to now deliver innovation as a service. This unique offering combines Zensar's internal capabilities with those of our acquisitions, Foolproof and Indigo Slate, to deliver exceptional value to clients.

Zensar Studios integrates three of our five service lines, including Expereince services, Advanced Engineering, and Data and Analytics. We collaborate with high-growth clients to optimize existing experiences, expand current offerings, or create entirely new product and service offerings. Our studios offer an end-to-end solution that covers the entire product and service life cycle, from initial ideation to launch and ongoing support in the market.

Client-focused technological initiatives

How we helped a digital payment platform scale up with the DXP solution

We were approached by a global digital payment technology platform looking to revamp its brand experience across its global sites. Using Scaled Agile Framework (SAFe) and cloud-based technology, we designed and implemented a DXP solution that helps the marketing team reuse components to build campaigns, microsites, and mobile applications. It created omnichannel experiences and offered self-service options to users. The solution involved creating a platform with 106 reusable components and a customized low-code solution that can host 400+ sites from different brands and geographies. With our expertise, the client achieved a top-notch digital brand experience that helped it scale its business.

How we minimized go-to-market time by 30%

We successfully designed and executed a futuristic content experience for a UK-based professional body for surveyors, which involved transforming a long-running print product into a digital repository. With a multi-stage agile program, we combined digital products and services from disparate systems to deliver a seamless content experience. This transition assisted the client in reducing its go-to-market time by 30%.

How we enhanced a Dutch parental product company's operational excellence

A Dutch design company making parental products faced challenges pertaining to daily operational support, content publishing, and translation errors. Zensar stepped in and developed multilingual content templates for the client, supporting more than 40 languages, along with an interactive product configurator. This innovative solution contributed to a 20% reduction in order lead time, assisting the client in offering a better experience to its users. Zensar's expertise helped the client streamline its operations and boost client satisfaction.

How we helped overcome IT security challenges

A US-based medical services provider faced challenges related to conventional security measures, shadow IT concerns, and vulnerability with limited visibility in its IT ecosystem. We created a tailor-made solution to serve the client's unique requirements, including migrating from traditional security to a zero-trust-based security approach. It also involved the deployment and management of various Microsoft security tools, such as Azure Sentinel, Azure Defender for Endpoint, Microsoft email security, and Microsoft vulnerability management. This helped achieve a 50% reduction in license and renewal costs, increased visibility in the IT ecosystem, EDR solution for ease of manageability, and enhanced security measures to safeguard the client's ecosystem.

How we optimized sales and decision-making using advanced analytics

An Australian chain of supermarkets faced several challenges in sales and decision-making, including unreliable sales forecasts, changing consumer behavior, missing data, and processing limitations. We developed a solution to create a demand data pipeline and an MDM solution that would facilitate markdown optimisation with MLOps. The solution involved the use of advanced analytics techniques to improve forecast accuracy and optimize markdowns. This helped achieve over 20% improvement in forecast accuracy with 60% estimated cost savings. The data streaming was recorded at 99% accuracy.

How we helped reduce operational costs by ~USD 1 million per year

A leading UK-based utility services provider faced safety concerns due to hazardous excavation on construction sites. It needed to address these challenges and develop a solution that would automate the browsing of utility service provider websites, locate and mark the dig location, request underground maps, identify warnings, and incorporate built-in quality assurance to prevent accidents.

Zensar created a solution that involved hyperautomation, computer vision, and GIS to automate the retrieval and pre-processing of maps. The solution also included object detection and segmentation within individual maps, as well as the connection of maps with geospatial data and descriptive metadata. The result was a mobile app called "Safe Dig Pack" that enabled safe excavation through automation, helping reduce operational costs by ~USD 1 million per year and reducing the turnaround time to less than 30 minutes from 8 hours. The tool helped achieve 41/42 accurate results.

How we helped a UK retailer achieve USD 5 million+ in sales

A major UK-based retailer was seeking better traceability and anti-counterfeiting measures in its services. We provided an end-to-end NFT minting solution that incorporated blockchain, Azure, and agile DevOps methodologies. The solution is OpenSea-compatible and offers a variety of NFTs, which adhere to Ethereum Main-net and Smart Contract Standards. The NFT solution provided the client with enhanced traceability and helped combat counterfeit use, ultimately driving new monetisation opportunities across premium segments. The solution helped record USD 5 million+ in NFT since its launch, achieving participation of 3,000+ bidders with total trades of 1,300+ that drove royalty proceeds.

Innovation culture and thought leadership

At Zensar, we foster a culture of innovation and thought leadership. We acknowledge that staying ahead of the curve requires a consistent learning mindset, and therefore, we have implemented various initiatives to promote employee growth and development.

- **Academic alliances**

  We collaborate on research projects and participate in academic conferences to encourage individuals to expand their knowledge and expertise. We also collaborate with professors from renowned universities to exchange expertise in fields of mutual interest.

- **Internal tech-theme-based meetings and knowledge sharing**

  We encourage knowledge exchange and innovation by hosting internal meetings such as TechWow and Tech Party. These events provide a forum for our people to share ideas, discuss emerging technologies, and explore new opportunities.

- **Guilds and communities**

  We have enabled our workforce to join guilds and communities that align with their interests and professional expertise. These groups offer a collaborative environment where individuals learn from each other, gain knowledge, and enhance their skills.

- **Quality review**

  We emphasize the importance of continuous learning and improvement by establishing a quality review group. The researchers in this group critique each other's work to identify areas for improvement and develop new techniques and procedures.

- **Zenlabs**

  Our focus is on identifying technologies that complement our existing offerings and conducting research to create innovative solutions that address the needs of our clients. We also collaborate with startups to co-create solutions that benefit our clients.

- **Innovation festival**

  To celebrate our culture of innovation and recognize innovators, we conduct an annual innovation festival. It offers a platform for our teams to showcase their innovative ideas and fosters a spirit of healthy competition.

- **Partnerships and collaborations**

  We collaborate with diverse stakeholders in emerging technologies such as artificial intelligence and quantum computing to harness the creative capabilities and expertise of individuals from different domains. During the fiscal year, we unveiled trailblazing service offerings, including AIOps, NFT on blockchain, metaverse, conversational AI, and generative AI.

17

Collaborations and partnerships

Zenlabs

Zenlabs is at the forefront of our research and development efforts, and we remain steadfast in introducing advanced technologies through this hub. It is a distinguished applied research center that has earned recognition from the Government of India's Department of Scientific and Industrial Research (DSIR). At Zenlabs, we offer PhD researchers a unique opportunity to work on real-world projects, with regular quality assessments and constructive feedback sessions to ensure collaborative progress.

Moreover, the innovation quotient of Zenlabs is often extended to client projects to enhance project outcomes. We have a talent pool comprising graduates hailing from esteemed universities, distinguished researchers with advanced doctoral degrees and extensive expertise, as well as solution architects who leverage their collective skillset to drive our technical capabilities to unprecedented heights.

40

Number of people at Zenlabs

As a testament to our innovative excellence, the Zenlabs research team published a paper, "Demand Nova," which was presented at the prestigious ICONIP 2022 conference, demonstrating Zenlabs' breakthrough research.

Empowering employees to drive innovation and agility

At Zensar, we believe in consistent learning and encourage our people to upskill themselves through various learning interventions. Our specialized interventions on partner-led external certifications for cloud platforms such as AWS, Azure, and GCP offer our people the opportunity to stay abreast with the latest technological advances.

Identified technological focus areas of the Zenlabs team:

01 Recommendation engines for decision management

02 Conversational systems and document processing

03 Computer vision and the metaverse

04 Blockchain

05 IoT

06 AIOps, MLOps, and AI governance

07 Generative AI

08 Quantum computing

417

Certified cloud architects and engineers

Innovation festival

The RPG Group's dedication to fostering an innovation culture is exemplified by its flagship initiative, the RPG Innovation Festival. It showcases breakthrough ideas and technologies that can fuel sustainable growth and transformation.

We motivate our people to regularly participate in hackathons, ideathons, and tech discussion sessions to further boost collaboration, creativity, and problem-solving capabilities. The women-centric hackathons and ideathons are especially noteworthy, as they underscore our unwavering focus on diversity, inclusion, and gender equality. Through these initiatives, we are creating equal opportunities, helping women express their unique perspectives, and contribute to our success.

The RPG Innovation Festival has gained significant traction as we have witnessed a remarkable two-fold increase in entries from the previous fiscal year. It is a testament to our ability to inspire employees to think out of the box and unleash their full potential.

210

Participant entries

Guilds and communities

At Zensar, we recognize the power of guilds and communities to actively engage with employees and facilitate knowledge sharing and discussion around emerging tech trends.

These groups serve as a space for individuals to connect with like-minded colleagues, share common interests and aspirations and cultivate a sense of camaraderie and inclusion within the workplace. It fosters professional development, facilitates networking, promotes collaboration, and recognises employee achievements.

- Discerning potential guilds: Our foremost endeavor is to identify promising guilds that align with our organisation's vision and mission.
- Cultivating existing guilds: We intend to nurture pre-existing guilds and encourage their members to collaborate with our organisation.
- Equipping resources and support: We provide our guilds and communities with the requisite resources, training, and access to innovative tools and technology to bolster their growth and development.
- Encouraging member engagement: We focus on member engagement by hosting events, offering opportunities for members to engage and collaborate.
- Tracking and evaluation: Finally, we conduct periodic evaluations to gauge the efficacy of our guilds and communities and to provide guidance to ensure their sustained growth.

32

Number of guilds and communities

Initiatives to digitally transform our daily operations

We leverage the power of conversational AI-enabled chatbots to efficiently handle client interactions, employ blockchain for efficient subcontractor cycle management, and utilize predictive modeling to drive informed decision-making in finance and human resources processes.

Oracle cloudification

Switching from on-premises to Oracle SaaS has successfully modified our business processes. This migration has resulted in increased efficiency, automation, and enhanced finance and HR operations. Additionally, it has helped us adopt sustainable practices while reducing the total hardware cost.

Enhancement of the applicant tracking system

We are transitioning from Taleo to Oracle Recruiting Cloud, which will significantly improve our talent acquisition process. It has enhanced efficiency, transformation, and user experience. Our talent management procedure now allows us to easily track both internal and external resources, leading to better reporting capabilities.

Digitisation of finance processes

Digitisation of the invoicing process has completely automated the lead-to-invoice generation process. We have eliminated manual intervention, reduced invoicing cycle time, and increased overall efficiency.

Digitisation of human resource processes

We have streamlined our human resource operations through digitisation, ensuring accuracy and enhancing the overall employee experience. This includes mainstream absorption, annual salary letter generation, and the user onboarding experience.

Digitisation of infrastructure processes

Our software installation procedure has been considerably enhanced by deploying bots to automate it. It has lowered the turnaround time from one day to two to three hours, contributing to higher operational efficiency.

Unified dashboard and analytics

We look forward to implementing a unified dashboard that will empower our delivery teams with effective governance to facilitate more efficient decision-making. It will also feature analytic capabilities, providing our teams with valuable insights to optimize our overall performance.

Robust information security infrastructure

At Zensar, our robust information security infrastructure ensures the confidentiality, integrity, and availability of data processing systems and services for our clients and stakeholders. To prevent cyber threats, we have invested in advanced technological systems such as cloud proxy, cloud access security broker (for data loss prevention), data encryption, endpoint detection and response, antivirus, and real-time, 24*7 threat alert systems.

Strengthening data governance with industry standards

To effectively manage data across various IT platforms, we have implemented an ISO 27001:2013-based governance framework. We have also certified our information security management programs to ISO 27001:2013, Statement on Standards for Attestation Engagements (SSAE) 18 and Service Organisation Control (SOC) 2 Type 2, and General Data Protection Regulation (GDPR) / Protection of Personal Information (POPI) / Data Protection Act (DPA)-based privacy frameworks to ensure data protection across the organisation.

Complying with global data privacy regulations

We adhere to all applicable data privacy laws or regulations, such as the European Union (EU) GDPR, the United Kingdom (UK) GDPR, POPI South Africa, the California Consumer Privacy Act (CCPA), and Singapore's Personal Data Protection Act (PDPA) regulations, as well as the Payment Card Industry Data Security Standard (PCI-DSS) wherever required by our clients.

Bolstering information security measures

To maintain a robust information security infrastructure, we conduct quarterly Information Security Management System (ISMS) internal audits, annually third-party independent certification audits, client-conducted second-party and/or independent security reviews and audits, quarterly vulnerability scanning and penetration testing, as well as periodic business continuity resilience assessments for critical IT infrastructure and services.

Promoting a culture of security and raising privacy awareness

We have executive management oversight of security and privacy policies within our organisation. It helps to regularly review systems, conduct internal audits and close any gaps. To identify, report, investigate, and manage security breaches that lead to privacy and compliance breaches, we have incident management procedures in place.

At Zensar, we also conduct third-party certification or attestation each year to validate our organisation-wide security posture. Furthermore, we impart client-specific or mandated security, privacy, and compliance training programs and have disciplinary processes for handling policy breaches or employee security violations – intentional or unintentional.

Natural Capital

At Zensar, we recognize that Natural Capital, which includes both renewable and non-renewable environmental resources, plays a crucial role in supporting our value creation process. To ensure sustainability across our operations, we adopt smarter ways to manage waste, water, and energy, utilizing the latest technologies and optimizing resource allocation. To make Zensar a greener enterprise, we strive to align our efforts with our stakeholders as well as the community to consciously invest in a sustainable future.

Aligned to SDGs

Key performance indicators for FY23

17.89%
Renewable energy share

2.40 GJ/employee
Specific energy consumption

1.97 m³/employee
Specific water consumption

30.72 MT
Total waste generated

Human Capital
Promoting a culture of environmental responsibility among employees

Financial Capital
Investments for sustainable management of natural resources

Social and Relationship Capital
Community outreach with the development of a biodiversity park

Manufactured Capital
Investment in workspaces to reduce energy consumption

Intellectual Capital
Implementation of innovative technological interventions to limit our environmental footprint

At Zensar, we remain committed to minimizing our environmental footprint and adhering to broader sustainability goals. As members of the United Nations Global Compact, we align with the 12 Sustainable Development Goals (SDGs) and look forward to accomplishing the ambitious target of achieving net zero greenhouse gas (GHG) emissions by 2040.

Sustainability governance and oversight

To meet our sustainability targets, we have appointed a Chief Sustainability Officer who reports directly to senior management and the Board Committee. Additionally, we have established a Sustainability and Corporate Social Responsibility Committee (SCSR) to oversee our environmental management efforts and ensure timely progression of various initiatives.

Samir Gosavi
Senior Vice President and Head, Manufacturing and Consumer Services, Brand and Communications

"We are exploring newer techniques and methodologies to carefully monitor and regulate the use of resources, with a focus on maintaining their availability for future generations. We are transitioning toward renewable energy and have developed a proposal for a captive solar plant next year. Our goal to become water positive by FY25 is already in action as we recharge groundwater pits with more water than we extract. We have upgraded our sewage treatment plant to improve wastewater recycling capacity. With our biodiversity park, we aim to align ourselves with our stakeholders and community to become a sustainable leader in our industry."

Aligning organisational direction with environmental responsibility

Our Environment, Health, Safety, and Energy (EHSEn) Policy and objectives are completely aligned with our organisational activities. We measure our progress by identifying key performance indicators, and respective departments are responsible for achieving each objective. It allows us to regularly track progress against set targets and efficiently meet sustainability goals.

Our environment and energy objectives include the following:

- Integrate energy and environmental considerations into the design of our new and upgraded infrastructure facilities
- Promote use of green and clean energy
- Adopt energy-efficient measures for optimizing energy consumption
- Ardently promote energy-efficient and eco-friendly procurement
- Adopt the 3-R philosophy (Reduce, Reuse, Recycle) for all types of waste, handle waste responsibly, and prevent its impact on the environment
- Create awareness among employees with respect to the environment, energy, and their importance

To further promote a culture of safety and environmental responsibility at the workplace, we have developed an in-house eLearning module that comprehensively covers all aspects of environment, health, safety, and energy (EHSEn). This module not only provides guidelines for best practices but also emphasises the role of individuals in reducing health and safety risks and minimizing environmental impact.

Green building certifications

As a key component of our initial goals, we aimed for the Indian Green Building Council (IGBC) certification for our newly leased facilities in Bengaluru in 2018, in Pune in 2020, and in Bengaluru Cessna in 2021. We earned the IGBC Platinum Rating Certificate for Green Interiors as well – a testament to our commitment to becoming a sustainable and eco-friendly enterprise.

Effective environment management systems

All our offices in India have been granted ISO 14001:2015 certification for environmental management systems, attesting to our commitment to uphold the highest standards of sustainability and environmental responsibility.

To ensure the efficacy of our practices, we undergo rigorous internal audits three times a year, conducted by experienced professionals, and are externally audited annually by an independent certification body. These evaluations are conducted across the organisation to provide comprehensive insights into the impact and effectiveness of our goals and objectives.

Moreover, we conduct internal inspections and audits at regular intervals, led by domain experts, to meticulously assess the effectiveness of our procedures, programs, and systems. These thorough checks enable us to operate our environmental management systems at optimal levels, drive positive change within the Company, and minimize our ecological footprint.

Enhancing energy efficiency

Energy consumption goal

50%

reduction in Energy Performance Index by FY30

We have undertaken a concerted effort to incorporate energy and environmental considerations into the blueprint of our latest and upgraded infrastructure facilities. Our commitment to the environment is reflected in our staunch advocacy of the use of clean and green energy across our leased and owned premises. Additionally, we consciously implement energy-efficient measures to optimize our energy consumption, while ensuring the use of products that are environmentally sustainable.

Energy Performance Index (EPI)

Years	FY2022-23	FY2021-22	FY2020-21	FY2019-20	FY2018-19
Energy units Kwh	4,745,575	4,992,400	5,255,766	10,070,987	10,027,294
Sq.m	63,550	65,134	58,542	58,542	58,542
EPI	74.67	76.65	89.78	172.03	171.28
% reduction	**56.40%**	**55.25%**	**47.59%**	**-0.44%**	**-1.76%**

Reducing carbon footprint with solar plants

In pursuit of utilizing clean energy, we commissioned a rooftop solar plant at our Pune campus in FY23. The plant is poised to make a significant contribution toward reducing our carbon footprint.

350 kWp
Rooftop solar plant

4,19,691 units kWh
Generated

339.95 tCO2e
Carbon footprint reduction

We are actively considering the implementation of a captive solar plant in the near future as part of our ongoing commitment to augmenting our renewable energy portfolio and advancing toward our objective of reducing greenhouse gas emissions.

Shift toward renewable energy

A significant portion of our leased premises are powered by renewable energy, which attests to our commitment to opt for cleaner and more sustainable energy resources across our operations.

100%
Renewable energy share of Hyderabad DLF office

100%
Renewable energy share of UK Reading office

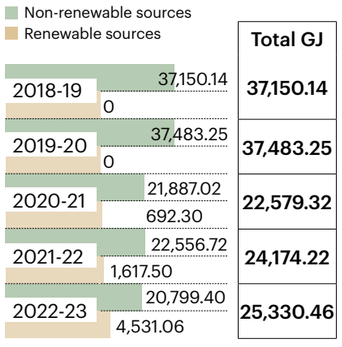
85%
Renewable energy share of Bangalore Cessna office

55%
Renewable energy share of UK Foolproof office

19.5%
Renewable energy share of Pune EON office

Collectively, our owned and leased premises contribute to 12,58,629 Kwh which is 17.89% of renewable energy share of total energy consumption. This results in a significant reduction of carbon emissions by 1019.49 tCO_2e across the organisation.

Sources of energy*



* This comprises imported electricity from the grid, electricity consumed from renewable sources, and diesel consumed for running DG sets.

Reducing energy consumption

We strive to minimize our overall energy usage and optimize energy utilisation across the organisation with various initiatives. With the resumption of office, we anticipated that energy consumption would increase. However, our per-seat energy consumption has decreased from 983 units per seat to 882 units per seat, and we have successfully achieved energy savings of 10.26% per seat, a remarkable feat that bears testimony to our dedicated efforts. In addition, we are committed to reducing our energy consumption by 1% every year through the implementation of projects that augur energy efficiency.

In line with our commitment to promoting energy conservation, we have implemented several strategic initiatives aimed at managing our energy consumption.

Temperature regulation and air balancing

We have implemented a system to regulate the temperature of our network and server rooms. Our employees and support staff are sensitized to switch off all unnecessary air conditioners (ACs), and air balancing is carried out to ensure proper airflow. Besides this, all electrical connections are switched off in unoccupied areas.

Efficient utilisation of ACs

We have increased the frequency of rounds to switch off unnecessary ACs and lights. Standby ACs have been installed in hub rooms, and central ACs are switched off at night. Offshore development centres (ODCs) have separate ACs, and heating, ventilation, and air-conditioning systems (HVAC) are serviced regularly to ensure efficiency. Portable ACs and fans are also provided for areas where less than ten employees work.

Data center energy conservation

We focus on data center energy conservation by utilizing virtualisation technologies, implementing hot and cold aisle containment, and upgrading to eco-friendly and energy-efficient hardware. We have deployed power management policies for end-user devices and encourage the use of energy-efficient hardware among our employees. We also recycle e-waste to reduce harmful chemicals in the environment and recover valuable resources. Our efforts have resulted in an average of 10% energy savings compared to FY22.

Chiller system optimisation

The chiller system is pre-cooled, and only circulation pumps are kept running to avoid extra energy consumption. Maximum fresh air is used during the winter season and after 5 pm to save energy.

Occupancy sensors and emergency lighting

We have installed occupancy sensors in parking areas, washrooms, and other areas to control energy wastage. The emergency lights circuit has also been modified to switch on necessary lights only during the day and night.

IT optimisation

With the use of more than 90% of laptops at the workplace, uninterruptible power supply (UPS) to workstations has reduced drastically. By removing the unnecessary load, we have optimized the power consumed by laptops and desktops. Besides, all desktop monitors are switched off to save power.

Enhancing energy efficiency

Carbon emission goal

Net-Zero

GHG emissions by FY40

We recognize the urgent need to arrest climate change and are actively working toward reducing our greenhouse gas emissions. Our objective for Scope 1 and 2 emission reduction is to attain net zero GHGs by the end of FY40. We are also currently observing emission levels for categories 6 (business travel) and 7 (employee commuting) as part of our monitoring efforts.

To minimize our carbon footprint, we continuously strive to implement eco-friendly practices and innovative solutions. In the short term, we have set a target to reduce our carbon footprint by installing a captive solar plant by the end of FY24. We also plan to plant 5,000 trees every year, starting FY24, to offset our carbon emissions.

Monitoring and control of emissions

At our Pune facility, we monitor emissions from our backup diesel generators (DGs) for sulfur oxide (SOx), nitrogen oxide (NOx), and particulate matter (PM). We use low-sulfur diesel to reduce the amount of sulfur from emissions, which has fewer health risks and is better for the environment. Our DG chimney height is over 30 meters and prevents air pollution in the surrounding areas. We also have a comprehensive annual maintenance contract with DG vendors to ensure high efficiency and lower pollution levels.

In terms of ozone-depleting substances (ODS), we have managed to reduce our emissions to 2.05 kg of chlorofluorocarbons (CFC)-11 equivalent. We check the ambient air quality of our offices on a yearly basis, as per IS 5182 and the National Ambient Air Quality Standards (NAAQS).

GHG emissions as a result of our operations

Scope of GHG emissions	Unit	FY2022-23	FY2021-22	FY2020-21	FY2019-20	FY2018-19
Scope 1	tCO_2e	49.18	26.26	32.70	78.31	78.12
Scope 2	tCO_2e	4,007.92	4,193.51	4,301.03	7,966.30	7,921.56
Total emission (Scope 1 and 2)	tCO_2e	4,057.10	4,219.77	4,333.74	8,044.61	7,999.68
GHG emission intensity (Scope 1 and 2)	tCO_2e/ Employee	0.38	0.35	0.48	0.84	0.79
Scope 3	tCO_2e	**1,633.61**	**816.29**	**279.99**	**4,604.45**	**4,288.39**

Improving indoor and outdoor air quality

We have undertaken a scientific approach to improve our indoor air quality. Our green building policy entails the use of low Volatile Organic Compound (VOC) material, an air filtration system, and an indoor plantation program. We also run an outdoor plantation program that involves the planting of trees and other vegetation that act as natural air filters.

Ensuring water conservation

Water management goal

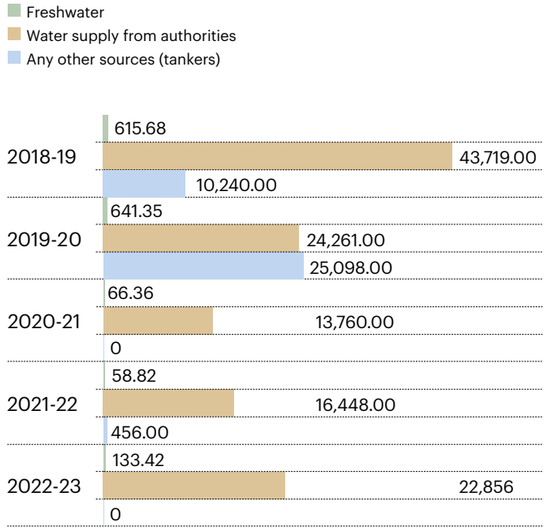
Zero water discharge by FY25

Water positive by FY25

We are dedicated to reducing our water footprint and adopting sustainable water management practices. Our unwavering commitment to responsible water usage drives us to plan and manage our water resources sustainably while undertaking diverse initiatives for minimizing water consumption and conserving this precious resource. We firmly believe that our focused efforts will not only enable us to achieve our long-term environmental objectives but also have a transformative impact on society at large.

Water withdrawal by source

(in kiloliters)



	Total water withdrawal
2018-19	54,754.68
2019-20	50,000.35
2020-21	13,826.36
2021-22	16,962.82
2022-23	22,989.42

Groundwater recharge pits

Our groundwater recharge pits play a vital role in maintaining the groundwater table at our Pune campus. These pits are connected to stormwater drains that help recharge the groundwater level, and are cleaned at regular intervals to maintain optimum water quality.

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Groundwater recharge pits

At the moment, we are water positive as the amount of water extracted is less than the water restored. Our estimates show that our total yearly water requirement is 22,989 KL, whereas our overall groundwater replenishment stands at 30,161 KL. We have been replenishing the groundwater table with an average of 64.01 lakh liters of rainwater annually, which plays an important role in maintaining the ecological balance.

64.01 lakh liters

Rainwater recharged annually

Sensor-based taps and irrigation systems

We have installed sensor-based taps, waterless urinals, drip irrigations, and sprinkler systems, among other initiatives, to minimize water consumption. The potable and non-potable water consumption is monitored through the municipal water meters on our campus and leased premises. We also monitor potable water consumption in some of our leased premises through the number of water bottles purchased.

Air-cooled technology for water conservation

Our Pune campus is located in an area that has been identified as a water-risk region. As a result, we have adopted air-cooled technology for air conditioning systems in place of water-cooled technology. It has resulted in reduced water consumption and minimized our reliance on municipal water.

Upgraded STP for efficient wastewater recycling

We have upgraded our sewage treatment plant (STP) to improve its capacity for recycling wastewater, which is essential for avoiding its negative impact on the environment and human health. Our STP eliminates impurities from the water before reusing it within our premises. It has also improved the efficiency of the STP as it recycles 80%-90% of the water consumed daily.

1,904.66 kiloliters

Water recycled

Managing biodiversity effectively

Safeguarding the intricate web of life that keeps our planet's biodiversity intact is a paramount responsibility as it directly affects the stability and vitality of natural ecosystems. Thus, an efficient approach to biodiversity management is essential for promoting a thriving and sustainable future.

We strive to implement measures that not only ensure the protection of wildlife and their habitats but also promote the harmonious coexistence of all species. Through diligent and conscientious efforts, we endeavor to safeguard the diversity of life forms and the intricate relationships that bind them.

Nurturing a greener tomorrow

In commemoration of the National Environment Month in June 2022, we united with the Tomorrow Trust to spread environmental consciousness among students at a primary school. This project not only fostered creativity and resourcefulness among the students but also instilled a deep respect for the environment and the importance of sustainability in their young minds.

World Nature Conservation Day and World Environment Day are also commemorated through the implementation of tree plantation drives as a means of demonstrating our commitment to preserving and protecting the natural world. Through the act of planting trees, we are actively contributing to the restoration of ecosystems, enhancing biodiversity, and fostering a sustainable future for generations to come.

Maintaining a rich and diverse green cover

Our campus is home to over 590 different floral species and 2,350 types of shrubs, covering 48% of our total area. We water the plants and use manure, organic fertilizers, and pesticides to ensure their healthy growth. Before pruning the bushes, we make sure to check for nests of birds like the Indian Robin or Red-Vented Bulbul. The leaves and litter are also collected and converted into manure, using our vermicompost plant. It is used for gardening purposes within our premises. During summers, we provide water for birds and host fodder plant species for butterflies.

Dedicated conservation areas

We have reserved a dedicated area for kitchen gardens and medicinal plants. Useful information about these plants is shared with visitors as well as employees. Small patches along corridors and intermittent open spaces are also converted into flower beds to attract butterflies. Collaboration spaces have been developed in the most prominent areas and are often used for informal meetings, discussions, and as stress-reliever spots.

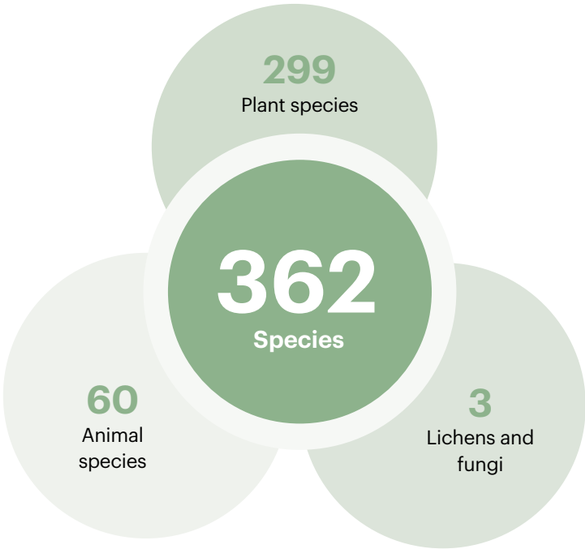
Preservation of critical wildlife habitats and promotion of native plants

We take a proactive approach to protect and conserve critical wildlife habitats within our premises. Nesting sites of certain species are identified, and native plants are left undisturbed to preserve their natural habitat. We promote the use of native trees and vegetation that are easily adaptable to local conditions and require low maintenance. These plants also act as a natural barrier to floods, prevent droughts, and attract insects useful for maintaining local biodiversity.

Wetlands are also preserved with paver blocks to conserve water and avoid unnecessary drainage of water. The Company also uses environment-friendly products and methods for pest control and employs organic fertilizers that have minimal residual effects. The green waste is collected, shredded, and decomposed through vermicomposting pits and used as manure.

Development of a biodiversity park

Zensar's team has collaborated with the Pune Municipal Corporation to develop a dedicated biodiversity park. The team is working with the Forest Department to create a park near Pune in FY24. Biodiversity surveys of the park are also being carried out by third-party organisations.



Community outreach program to preserve biodiversity

We encourage our employees to participate in volunteering activities such as sapling plantation and compost-making. We also took the initiative of planting trees within the Koyna Sanctuary. Our efforts have been focused on nurturing the growth of native species, which not only complement the existing ecosystem but also contribute to the sustenance of the sanctuary's natural balance.

We have taken on the responsibility of participating in the 'Adopt a Highway' program initiated by the North Carolina Department of Transportation. The core objective of this program is to safeguard and conserve the natural beauty and ecological balance of the region. Over the course of the next four years, we have pledged to diligently maintain and ensure the immaculate cleanliness of a 1.7-mile stretch highway.

Judicious management and reduction of waste

Waste management goal

Zero

waste to landfills by FY25

We have adopted a comprehensive waste management policy that revolves around the 3-R philosophy of Reduce, Reuse, Recycle. Our objective is to mitigate the adverse effects of our business on the environment while simultaneously fostering a culture of consciousness and education among our colleagues. By adhering to this approach, we aspire to minimize our ecological footprint and promote sustainability, thereby contributing to the larger goal of preserving our planet for future generations.

Segregating and managing hazardous waste

At Zensar, we understand the importance of handling hazardous waste responsibly. To prevent its impact on the natural environment, personnel, and the workplace, we collect, segregate, store, treat, and dispose of all hazardous waste in accordance with our waste management policy through an authorized recycler.

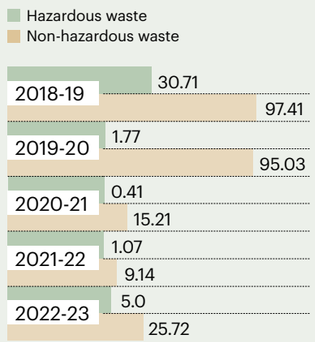
Our comprehensive waste management process involves the segregation of waste based on type, identification of authorized recyclers, transfer of reusable waste to facilities, and disposal of waste in scrapyards. We obtain approval for debonding, perform debonding and de-allocation, and hand over scrap to authorized vendors for disposal, who provide a certificate confirming disposal.

Effective management of non-hazardous waste

In addition to hazardous waste, we recognize the importance of managing non-hazardous waste effectively. All solid waste, including municipal waste, is segregated into dry and wet waste. Dry waste is sent to authorized recyclers, while wet waste is used to generate biogas on-site. Our green waste is collected, shredded, and decomposed through vermicomposting pits.

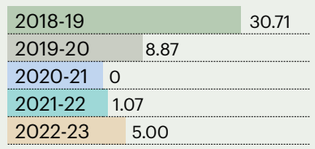
Total waste generated

(in MT)



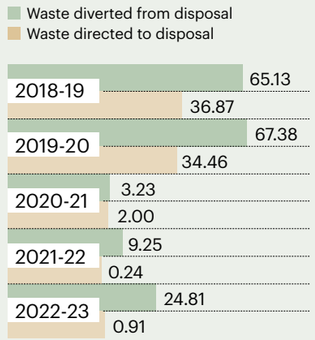
Hazardous waste diverted from disposal

(in MT)



Non-hazardous waste disposal

(in MT)



Circular economy

We are committed to incorporating circular economy practices within our operations. For instance, during the hybrid work mode, we reused laptop cartons for laptop packaging and shipping, and all courier documents are shared digitally to reduce paper usage. We also reuse usable infrastructure, such as furniture and fixtures, electrical consumables, chairs, and light fittings.

Comprehensive waste disposal

We are committed to reducing our impact on the environment by ensuring proper disposal and optimal management of waste generated within our campus. Several initiatives have been undertaken to minimize adverse effects on the natural environment.

Safe disposal of liquid waste

Our on-site sewage treatment plant is designed to remove most or all impurities from liquid waste before it is released into municipal drains. It enables us to adhere to our environmental policies and create a safe and healthy working environment.

Ensuring safe disposal of used oil and batteries

We generate used oil and batteries as part of our operations. The oil is tested for recyclability and handed over to authorized recyclers for further processing. Used batteries are also disposed of through authorized recyclers.

Responsible disposal of e-waste

Being a leading player in the IT industry, we generate a considerable amount of electronic waste. We ensure responsible disposal of e-waste through authorized recyclers and receive a recycling certificate for each batch of e-waste disposed.

Responsible management of dry and wet waste

At Zensar, we generate dry as well as wet waste as part of our day-to-day operations. Dry waste in the form of plastic, cardboard, paper, and glass is handed over to authorized recyclers and wet waste including raw and cooked food waste generated at the cafeteria is fed to the on-site biogas digester for generation of biogas.

Transformation of green waste

With 48% of our campus area covered by greenery, we generate a lot of green waste on a daily basis. We collect, shred, and decompose it through five vermicomposting pits, having a capacity of 13 cubic meters each. The resulting manure is used to enrich the soil and improve the health of the trees, plants, and shrubs on our campus.

Environmental compliance

Our organisation maintains an unwavering commitment to uphold the legal requirements mandated by the governing bodies of the jurisdictions in which we conduct business. To ensure seamless adherence, we have implemented a state-of-the-art compliance management solution that streamlines our monitoring and reporting activities. This system is equipped with timely alerts about upcoming compliance-related deadlines, allowing us to submit all necessary documentation to the appropriate authorities in a prompt and efficient manner.

We are registered with various government and nodal agencies, which bears testament to our compliance with regulatory guidelines issued by designated authorities.

Resiliently mitigating climate risks

As one of the leading IT services companies operating in multiple markets around the world, we are committed to ensuring the safety and well-being of our employees, protecting our infrastructure, and maintaining business continuity, even in the face of extreme weather events caused by climate change. To achieve this, we have implemented a robust business continuity plan and disaster recovery plan designed to mitigate risks and ensure business continuation in the event of an emergency.

Our business continuity plan and disaster recovery plan are key components of our climate resilience strategy. We have defined the physical well-being of our employees, communication protocols for internal and external stakeholders, protection of infrastructure and assets, and a plan to move to a work-from-anywhere scenario as key priorities. We also track advance warnings of such events from relevant government agencies and maintain tie-ups with local authorities for required assistance.

Climate resilience framework

Zensar recognises the increasing frequency and severity of extreme weather events caused by climate change, and we are taking proactive steps to mitigate our exposure to such risks. Our enterprise-level risk dashboard includes climate-related risks as a major risk, and we have implemented measures to address it.

Emergency response teams

Our offices and delivery centres are primarily located in low-climate impact regions. However, we have developed an emergency response team in every region of operation with a crisis management framework to handle any physical impact on our infrastructure or resources. We have tested and used this framework during the pandemic and remain confident of its abilities.

ESG goals and reporting

To reduce our impact on the environment, we have set goals to reduce GHG emissions and lower energy and water consumption. The mitigations planned for these goals with quantifiable KPIs are monitored at a defined frequency and reported to the management and the Board.

Manufactured Capital

We harness our manufactured capital, encompassing both our digital infrastructure and physical assets, to augment our capacities and propel our clients on their journey toward digital transformation. We leverage our innovation-led approach and digital infrastructure to ensure holistic experiences for our clients, finding the right answers through our services to help them achieve long-term growth.

Aligned to SDGs

Key performance indicators for FY23

5+
Global delivery centres

3
Innovation centres

2
Data centres

14 Countries
Locations across

1
Satellite office

Received 'Best Projects – Corporate'
For Workplace Excellence Awards from INFHRA

Human Capital
Advanced and inclusive workplace infrastructure enables a collaborative work culture for our employees

Financial Capital
Investments to elevate facility upgrades and delivery centres

Social and Relationship Capital
Delivering high-quality, secure services to our clients

Natural Capital
Investing in building energy-efficient and ecologically-responsible offices

Intellectual Capital
Adopting the latest tools and techniques to ensure safe and secure operations

State-of-the-art workspaces for optimum performance

Our innovative and employee-friendly workspaces are a testament to our commitment to providing our team with the best working environment and world-class infrastructure. We invest heavily in building infrastructure with contemporary designs to create flexible spaces that foster collaboration and agility. Our comprehensive evaluation process ensures that all facilities meet legal and statutory requirements.

37
Number of offices

Our advanced workplace infrastructure reflects our commitment to a modernized and collaborative work environment. We offer a range of work-friendly features, including a gym for employees and a creche for children under eight. Our offices are designed with ample natural light and numerous tea corners to promote productivity and well-being.

Our workspaces feature collaboration spaces, focus rooms, wellness rooms, couches, conference rooms with video conferencing systems, USB charging ports, recreation areas, and lounges, providing a range of informal seating options. We also offer dry pantries, multi-cuisine cafeterias, and tuck shops with multiple food options to ensure our teams are nourished and energized throughout the day. Our unwavering commitment to quality is essential to our success. By providing these features, we ensure that our team members have all the necessary tools and resources to sustain high levels of performance and productivity.

58
Square feet of area per employee

Revamped Learning Academy for enhanced engagement

The "Zensar Learning Academy" was established to provide employees with the necessary tools to advance their careers, meet client expectations, and drive strategic thinking. In the fiscal year, the Learning Academy underwent a refurbishment to align with the vision of providing a conducive and state-of-the-art learning environment.

The new design has created a more inviting and engaging environment that has led to increased participation and interaction among learners. The renewed Learning Academy will bring together new modules along with experienced trainers who have expertise in solving real-life client problems. Our commitment to continuous learning and development has enabled employees to keep up with the fast-paced changes in the industry and deliver innovative solutions to clients.

Building workspaces that embrace inclusion

Inclusivity is an integral part of our organisational values. Our leadership is passionate about creating a diverse and equitable workplace, with a specific emphasis on promoting gender equality and inclusivity for differently-abled persons. As part of our commitment to accessibility and inclusivity, all our SEZ offices (Hyderabad, Bengaluru, and Pune) and on-site locations (US, UK, and SA) comply with accessibility guidelines.

Accessibility features in our facilities include:

- Elevators with Braille signage feature
- Washrooms designed for differently-abled employees
- Ramps and handrails along the ramps
- Provision of wheelchairs
- Priority evacuation during emergencies
- In-person support on request
- Dedicated parking lot (for four-wheelers and two-wheelers) for persons with disabilities
- Healing rooms and doctors' rooms

Comprehensive quality evaluation of facility requirements

We have a thorough due diligence and compliance checklist to evaluate any new facilities, whether they are leased premises, buildings occupied through mergers and acquisitions, or renovations to our existing facilities.

We prioritize selecting certified green buildings, and our in-house developed checklist ensures that all legal and statutory requirements are met. This includes evaluating the type and percentage of non-renewable and renewable energy used, power backup arrangements, availability of heating, ventilation, and air conditioning (HVAC) for workstations and data centres, upkeep of firefighting systems with relevant approval, availability of cafeteria spaces, physical security and CCTV coverage, waste management practices and relevant infrastructure, availability of water, and water conservation practices.

ISO 9001:2015

Certified for quality management systems

Building secure and resilient workplaces

As a responsible company, we place high value on the safety and accessibility of our workspaces. We also take a holistic approach to protect our human and infrastructure assets, information and network resources, and computer systems. Our data centres in Pune and Hyderabad play a crucial role in supporting our security infrastructure framework.

We prioritize the safety and well-being of our employees and stakeholders. Our prudent investments today equip our facilities with all the necessary safety measures. We also have extra precautions and safety action points in place to ensure the well-being of our employees.

Continuous surveillance for premises safety

As part of our commitment to the safety and security of our employees, we take an all-inclusive approach that prioritises the protection of our infrastructure assets. From our office infrastructure and equipment to our information and network resources, computer systems, and human assets — we recognize the importance of safeguarding all aspects of our organisation.

This requires us to implement effective and efficient security procedures throughout our facilities and operations, ensuring that information and resources are accessible only to authorized users. To facilitate this, we have deployed the ZenWelcome visitor management system, which provides restricted and card-based access passes to our office premises. Additionally, we maintain continuous surveillance of our premises via CCTVs and track the authorized movement of employees and visitors within the building premises, including entry/exit points and emergency exits.

ISO 45001:2018

Certified for occupational health and safety

Our offshore development centres (ODCs) have state-of-the-art safety and security measures. We have access-controlled entry, a fire alarm system, public address system, fire-fighting system, CCTV, and occupancy sensors that control lighting, all designed to ensure our employees' protection.

Building green workspaces for a better tomorrow

At Zensar, we hold ourselves accountable for our impact on the environment and are dedicated to fostering sustainable practices across our campuses. Through advanced technology and innovative solutions, we have implemented several green initiatives to ensure energy efficiency and sustainability. Our offices have received IGBC Green Interiors Platinum certification and are designed to optimize energy consumption while maintaining an employee-friendly environment. We have also implemented a real-time energy management system to control and optimize energy usage and ensure that our data centres maintain precise cooling and humidity requirements.

ISO 14001:2015

Certified for environmental management systems

Initiatives for eco-friendly campuses

We have implemented several green initiatives at our offices, including a rooftop solar plant, vermicomposting system, sewage treatment plant (STP), and sensor water taps to minimize environmental impact. We take great care in selecting furniture for our workspaces, ensuring that it is ergonomically designed and made from eco-friendly, green-certified, or recycled materials.

We continuously strive to improve the air quality and aesthetics of our workspaces. Our Pune campus has over 48% green cover, which helps reduce air pollution and creates a calming atmosphere that fosters productivity. Our Pune and Bengaluru SEZ offices have received the IGBC Green Interiors Platinum certification from the Indian Green Building Council, a testament to our commitment to building sustainable workplaces.

3

Offices have IGBC Green Interiors Platinum certification


Indian Green Building Council (IGBC)

hereby certifies that

Interiors of Development Centre for Zensar Technologies

RMZ Ecoworld campus, Bangalore

(IGBC Registration No. GI181094)

has successfully achieved the Green Building Standards required for the following level of certification under the

IGBC Green Interiors Rating System

Platinum

December 2018

(New Interiors)

Reducing carbon footprint

We have made significant strides toward reducing our carbon footprint, and our initiatives demonstrate our commitment to sustainability and reducing our environmental impact.

Transport

We have taken a significant step toward reducing our carbon footprint by ensuring that 60% of our fleet is managed by CNG cabs. These cabs emit the least amount of greenhouse gases compared to any other fuel, making them an ideal choice for responsible transportation.

Travel

We have taken proactive measures to reduce business-related journeys by implementing stringent controls on both domestic and international air travel. As a result, all project meetings, client interactions, audits, and other such events are now conducted online, and travel requests are approved only when essential.

Office infrastructure

As part of our mission to reduce our carbon footprint, we have leased multiple premises that generate a substantial portion of renewable energy for our organisation.

20% of the energy required for our Pune campus is generated through an on-site rooftop solar plant.

Real-time energy management system for control and optimisation

All our facilities are integrated with a building management system (BMS) that provides centralized information on various systems such as energy meters, fire alarms, CCTV, air conditioning, UPS, temperature and relative humidity sensors, and hydrogen sensors to detect hydrogen gas leaks from batteries. With just a single click, we can monitor and control these systems, ensuring they operate at peak efficiency.

To further optimize energy consumption, we have implemented a real-time energy management system that provides us with inputs to identify and control energy wastage by taking corrective actions. We also ensure that our data centres maintain precise cooling and humidity requirements to prevent high cooling and energy consumption.

ISO 50001:2018

Certified for energy management systems

Energy efficient designs in our infrastructure

We have implemented various measures to minimize energy wastage. For example, all our existing and new offices have 100% LED lighting with lighting control through motion and daylight sensors, which ensures that work areas that are not regularly occupied do not consume unnecessary energy. Moreover, our heating, ventilation, and air-conditioning systems (HVAC) have been programmed to maintain a temperature of 24°C, and the temperature regulating function of indoor units has been disabled to prevent users from lowering the temperature setting.

Infrastructure transformation initiative

Challenge

Zensar faced a significant challenge in the form of outdated hardware that was energy-inefficient and costly to maintain. We also had a mix of leased and owned offices with varying levels of infrastructure quality, which led to an inconsistent employee experience across locations. To address these challenges, Zensar embarked on a multi-faceted infrastructure transformation initiative.

Solution

Zensar's infrastructure transformation initiative was multi-pronged and included the following:

Replacing outdated hardware

We replaced our outdated hardware with energy-efficient, state-of-the-art equipment, ranging from end-user laptops to on-premises data center networks and server infrastructure. This move helped us improve energy efficiency, reduce maintenance costs, and enhance overall performance.

Surrendering leased offices

We decided to surrender a few of our leased offices of varying quality to consolidate operations at major locations with higher seating capacity and at our owned campus. This move enabled us to create a consistent employee experience across locations and reduce operational expenses.

Repurposing furniture and fixtures

To further enhance efficiency, we decided to reuse the furniture and fixtures from the surrendered facilities to refurbish and improve the facilities at our Pune campus. As a result, we can increase floor efficiency by 20%, which means we can accommodate 20% more seats without sacrificing the standard seating requirements.

Focus on building client-centric workspaces

We have established offshore development centres and implemented innovative security measures that have bolstered our infrastructure to safeguard data privacy and foster a collaborative work environment for our teams.

We have also seamlessly transitioned to cloud-based systems, reducing reliance on traditional on-premises infrastructure and expanding our technological horizons by adopting emerging innovations such as predictive analysis and automation to optimize efficiency. Our unwavering dedication to proactively securing sensitive information and delivering superlative services has positioned us as one of the leading players in the industry.

3

Innovation centres

Customized workspaces

In our new facilities, we have taken the next step in modernizing our infrastructure to meet the dynamic needs of our customers. We have added dedicated offshore development centres (ODCs) to provide a focused and collaborative environment for our teams working on complex projects. Additionally, we have physically separated network rooms to ensure data security and privacy.

To achieve these enhancements, we added partitions between the open workstation areas that were already designed in blocks, with separate lighting controls and air conditioning. This has enabled us to customize workspaces based on the specific requirements of each project, resulting in faster turnaround times and the ability to meet client expectations.

ISO 22301:2019

Certified for business continuity management system

The certification of the business continuity management system (BCMS) in the previous year has yielded multiple benefits, including forming a centralized core team and steering committee responsible for implementing stringent processes and practices. Moreover, an organisation-wide business continuity testing exercise was carried out with the participation of several delivery, support, and end-user teams, giving a real-time understanding of the response to a potential disruption scenario affecting an entire location. The BCMS implementation also resulted in an enhanced Business Impact Analysis methodology, which utilises a quantitative rating mechanism to identify recovery time objectives and recovery point objectives and covers all internal and external impact parameters.

Harish Lala

Senior Vice President and Head, Africa

To enhance our operations and ensure maximum efficiency, we have undertaken several initiatives after extensive research on current and projected business operation trends. From relinquishing some offices to building our first satellite office in Kolkata, we are moving in the right direction to strengthen our presence across locations. Recently, we opened another satellite office in Bengaluru. The hybrid model introduced post-pandemic allows our employees to choose the most convenient work location, saving their travel time. In addition, our move to the cloud platforms has reduced our on-premises infrastructure footprint.

Powering operations with predictive analysis and automation

We have enhanced our usage of Power BI for predictive analysis, helping us gain deeper insights into various aspects of our operations. We have also been extensively using Power Automate for automation purposes, enabling us to streamline our workflows and increase efficiency.

In addition to these efforts, we have been collaborating with clients in the BFSI and Retail sectors to offer services in AI and supply chain automation, understanding consumer behavior, and predictive analysis. These collaborations have helped us develop solutions tailored to our clients' specific needs and have enabled us to provide them with a competitive advantage in the market.

Committed to data privacy

We have enhanced our cybersecurity architecture during the year by adopting multi-factor authentication, Crowdstrike, Cloud Access Security Broker, Data Loss Prevention, and Mobile Device Management solutions. These measures have helped us protect our operations from potential threats and ensure the confidentiality, integrity, and availability of our data.

At the heart of our operations and services lies a steadfast commitment to data privacy. To this end, we take a proactive approach, conducting impact assessments and corrective actions prior to the release of any new or redefined processes. In addition, we mandate that all employees undergo annual training on data privacy and cybersecurity, reflecting our deep-rooted belief in safeguarding sensitive information.

ISO 27001:2013

Certified for information security management system

Our commitment to information security at Zensar is all-encompassing. We apply it to every aspect of our business, including IT and business process-related consulting, solutions, services, data centres, infrastructure, products, and platforms, along with all associated support functions, carried out in all our locations in India, the United States (including Dallas and Westborough), Singapore, and the United Kingdom (including London and Norwich).

We adhere to the ISO 27001 security framework and guidelines, ensuring that we maintain the highest levels of security and protection for our clients' sensitive data. Our corporate security policy covers personnel security, physical and environmental security, infrastructure security and systems, and data security, ensuring that we always comply with international security standards.

2

Number of data centres

Strategic global delivery centres

Our delivery centres are strategically located across key regions, including the US, India, the UK, and South Africa, all equipped with cutting-edge hardware and software infrastructure, high-speed communication networks, and fortified security protocols. Our offshore development centres (ODCs) function as an extension of our clients' offices, providing an equivalent level of network, architecture, and security.

5+

Number of global delivery centres

We ensure that our ODCs offer unparalleled safety, security, and sustainability, creating an environment where our employees can work peacefully while delivering high-quality services to our clients. Our offshore delivery facilities are connected to our ODCs based on the client's infrastructure and security software deployed. This allows us to offer seamless service to our clients, regardless of their location or IT infrastructure.

ISO 20000:2015

Certified for IT service management

Innovative approach for managing office space

We employ over 10,500 employees globally, including offices in Pune, Hyderabad, and Bengaluru. During the pandemic, Zensar, like many other businesses, faced the challenge of managing office spaces while guaranteeing employee safety and well-being.

Creating a safe working environment

Zensar's Hot ODC (offshore development center) initiative's primary objective was to optimize office space utilisation while addressing the concerns of employees who worked in hybrid mode. We also aimed to reduce energy consumption and maintain a safe and healthy working environment for those who work from the office.

Successful initiative that delivered results

By implementing a flexible, efficient, and safe working environment, we were able to meet the needs of our employees while continuing to deliver quality services to our clients. We plan to continue the Hot ODC concept, demonstrating our commitment to meeting the evolving needs of our employees and the market.

Innovative infrastructure for remote working

Zensar's team consulted with project and support departments to identify the number of colleagues from each project who would be working from office. Based on the information gathered, the Technical Infrastructure Management team made necessary infrastructure and configuration changes, including setting up new VLANs and configuring the network to enable end-users to work from anywhere in the office. The team ensured that basic infrastructure was in place before opening the Hot ODCs and made necessary additional arrangements.

Seating was restricted to projects at Hot ODCs, with all other areas closed for operations. Strict control over air conditioning operations was implemented to manage energy consumption effectively. As the count of employees coming to the office increased, more Hot ODCs were opened to accommodate everyone.

Social and Relationship Capital

At Zensar, we continue to nurture enduring relationships with our growing fraternity of stakeholders, including clients, suppliers, and the local communities. These bonds are intrinsically linked to our commitment to offering the best solutions and differentiated services to our clients. As a responsible Company, we prioritize giving back to society and kindling a positive change in the world around us.

Aligned to SDGs

Key performance indicators for FY23

73,400+
Lives impacted through community development initiatives in the last three years

2.1+ Lacs
Lives touched through fever clinics

580+
Volunteering hours

INR 1,800 Mn
Procurement budget spent on local suppliers

INR 62.75 Mn*
CSR spend

14,100+
Lives impacted in FY23

Human Capital
Employees volunteering to drive community initiatives

Financial Capital
- Expenditure on community development projects
- Procurement spends

Manufactured Capital
Infrastructure to improve client experience

Natural Capital
Robust Code of Conduct to onboard environmentally conscious vendors and suppliers

Intellectual Capital
Innovative solutions to address client needs and meet investor expectations

*INR 3.43 million pertaining to last year and spent this year

Zensar's ongoing, comprehensive feedback mechanism encourages effective communication with our stakeholders. Our strategy entails actively seeking feedback and perspectives from clients, shareholders, suppliers, vendors, and communities. We treasure our stakeholders and are mindful of how crucial they are to creating long-term value for the Company. As a result, we leverage their invaluable insights to steer our endeavors and align our strategies with their requirements.

As a part of the RPG Group, we are committed to enriching the lives of all our stakeholders. We remain consistent in creating indelible relationships strengthened by active partnerships, local employment creation, client management assistance, procurement from domestic vendors, and local community development through various initiatives.

At the core of our business operations lies the value of happiness, which we promote and incorporate into our interactions with stakeholders. We believe that by fostering positive relationships and ensuring the well-being of our people, we can create a meaningful legacy and long-lasting impact.

Chaitanya (Chai) Rajebahadur
Executive Vice President and Head, Europe

At Zensar, we continued to extend our support to the communities we operate in throughout FY23. As the world partially recovered from the pandemic-induced headwinds, we rekindled our enduring bonds with our esteemed stakeholders, including our clients and business partners.

We continued to expand our outreach through community development initiatives to move one step closer to our objective of positively impacting 225,000 people by FY30. Apart from this, we endeavored to address significant concerns related to employment, education, and healthcare to facilitate equitable and sustainable development in our communities, which aligns with our focus on promoting actions with a purpose.

Empowering our communities

Community development goal

Reaching 225,000 lives through community development initiatives by FY30

Zensar firmly believes that organisations must proactively resolve the social and economic challenges prevalent in society. Our foremost priority is to identify the root causes of these concerns and offer sustainable solutions that empower communities to become self-reliant.

Our cultural ethos of happiness permeates and spreads to the communities and environment in which we operate. By FY30, we aspire to positively impact the lives of 225,000 individuals, and we are consistently strategizing and striving to make this happen.

With our unwavering commitment to identifying and addressing critical socio-economic problems, locally and globally, we endeavor to build resilient communities. Leveraging innovative and groundbreaking solutions, we have significantly contributed to this end by spearheading several initiatives. These initiatives are under the aegis of the RPG Foundation, which coordinates and manages CSR activities across all our group companies.

Our initiatives can be grouped under four focus areas:

- Education
- Heritage
- Employability
- Community development

The Heritage Project

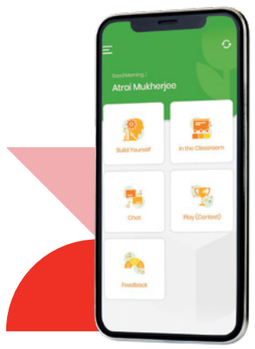
The Heritage Project was initiated to bring cultural and social landmarks back to their original splendor. One of our flagship programs, the Banganga Revival Project, aims to restore state-protected monuments in Mumbai's Banganga Precinct through activities, including renovating community spaces, educating the next generation, and reviving heritage sites using digital tools. Also, we are collaborating with the Urban Design Research Institute to execute a comprehensive interpretation plan for the 'Victorian Gothic and Art Deco Ensembles of Mumbai' through signage. This will aid us in raising public awareness and instilling a sense of civic responsibility for these historic sites.

Through practical new approaches, we ensure that people from all walks of life can engage with, revisit, and experience our shared heritage in a dynamic world. Some of our initiatives include transforming community spaces, installing heritage-themed streetlights and street furniture, and creating a mural by contemporary artist Shilo Shiv Suleman. Moreover, Amble, our self-guided heritage walking application, offers customized walking routes and augmented reality experiences that provide an immersive experience of iconic historical sites around Mumbai.

Making education more accessible — Pehlay Akshar

At Pehlay Akshar, we recognize the pressing necessity for students in government schools to master the English language to excel in today's competitive world. To equip students with various valuable skills, we extend a holistic strategy that promotes diverse learning philosophies and nurtures socio-emotional skills.

Our training program not only focuses on students but also empowers government schoolteachers by enhancing their teaching practices and subject matter expertise, which makes the learning process more efficient. By modifying how students learn, we aim to bring a transformational impact to their lives and prepare them for success in the global arena.



Teacher training

767
Teachers undergoing training

248
Saathi sessions conducted

Pehlay Akshar app

861
Total users

253
Active users

Creating employment opportunities — Swayam

Swayam empowers underprivileged women and youth by offering vocational training and enabling them to secure gainful employment and achieve financial independence. Through short-term courses, we prepare freshers for a wide variety of job roles in both traditional and unconventional sectors. Beneficiaries receive comprehensive training and assistance from us, enabling them to live honorable lives and and impact their communities meaningfully.

Swayam Health

Through this program, beneficiaries are equipped with the requisite skills to manage the diverse demands of the healthcare industry. They are offered ample employment opportunities, from hospitals to home-based healthcare providers and diagnostic centres. With this initiative, we seek to alleviate the acute shortage of trained healthcare professionals while paving the way for women and youth to realize their career aspirations.

379
Trained

296
Placed

Swayam Digital

The purpose of this initiative is to equip young individuals from underprivileged and marginalized communities with the necessary skills and expertise to secure employment within the rapidly expanding IT/ITES sector. As part of this program, candidates undergo rigorous training in a range of specialized courses, including data entry operation, hardware networking, and digital marketing. Through our extensive Employability Skills Development (ESD) program, we collaborate with engineering college students and provide them with the required resources and guidance to help them emerge as industry-ready professionals.

381
Trained

297
Placed

Swayam Weave

This 'Farm to Fabric' endeavor seeks to promote the growth and development of both farmers and weavers by encouraging the adoption of organic weaving practices that benefit both the local community and the environment.

By nurturing these practices, we aim to facilitate sustainable livelihoods for rural women and farmers, providing them with a stable source of income and access to valuable market opportunities. In addition, this initiative seeks to revitalize and preserve traditional Indian crafts and give a contemporary interpretation to ensure their acceptance by a global audience, thereby increasing the reach and impact of the initiative.

Our approach of rebalancing, reviving, and restoring is holistic and aims to address environmental, cultural, and socio-economic aspects. We aim to develop long-term benefits for the environment, farmers, and weavers alike and contribute toward creating a more sustainable future.

38
Total beneficiaries

Shivkanya Patole

Her story is one of perseverance and determination. After losing her husband, she was left without any means of support. However, with the help of the government's Mahila Sakshamikaran scheme, she was able to find a way forward.

Now, Shivkanya is on a mission to educate people about this life-changing program. She knows first-hand the power it has to transform the lives of women who have lost their partners. She is committed to ensuring this scheme is accessible to every woman who can profit from it.

Kajal Waghari

She was left alone to care for her two children when her drug-addict husband abandoned her. She had to beg on the streets for a year to provide for her children after losing her job as a babysitter due to the pandemic. She accepted any job that came her way because she was determined to provide her kids with the best education possible.

However, she built a business by selling covers for electrical appliances and basic items like sofas and pillows. She now earns enough to cover her children's schooling and basic needs. Her story is a testament to the human spirit and its ability to overcome even the toughest of challenges.

Vaishanvi Rathod

She is a bright and enthusiastic young girl who could not enroll in any school as all seats were filled. Her family could not afford the high admission fees demanded by private or semi-private schools. Fortunately, through our community development project intervention, she could secure admission by paying a nominal fee.

Vaishanvi could finally pursue her dreams and work toward a better future. Her story proves the power of community and its potential impact on the lives of individuals. Her tale serves as an inspiration to those facing similar challenges in their pursuit of education.

Community development

At Zensar, we have launched multiple community development endeavors. One of which is assisting two communities in Pune to access the government health schemes and public distribution system (PDS). Our efforts have sought to empower and uplift underserved communities by ensuring they can avail themselves of various government initiatives designed to improve public health and alleviate poverty.

248
Beneficiaries of government schemes and ration

633
People reached

361
Beneficiaries of NGO reach out

24
Admitted to Government schools/ awarded scholarships

We have also collaborated with the National Health Mission and the Public Health Department of the Government of Maharashtra to build quality healthcare infrastructure in rural and semi-urban Maharashtra. We have created and installed state-of-the-art fever clinics using porta cabins to achieve this. These fever clinics provide primary medical care and are staffed with operators, doctors, and qualified nurses. By leveraging our resources and expertise, we are positively impacting the lives of rural residents in Maharashtra.

35
Fever clinics

21,500+
Vaccinations

210,000+
Patients treated

Along with the Pune Municipal Corporation, we have also worked to preserve the Udaan Biodiversity Park. Through our collaboration, we have been able to protect a vital natural resource that fosters ecological diversity and serves as a haven for a variety of flora and fauna.

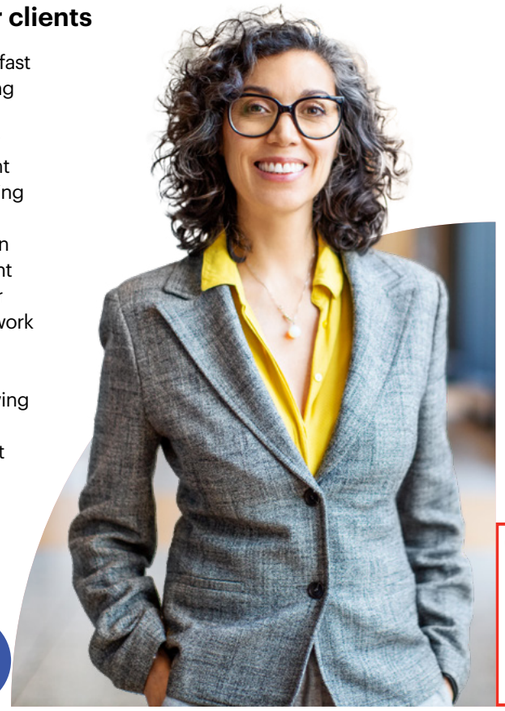
300
Flora in biodiversity park

106
Fauna in biodiversity park

We are committed to promoting sustainable and equitable development in our communities, as well as pursuing additional initiatives that advance our mission of creating a better future for all.

Empowering our clients

Zensar upholds a steadfast commitment to ensuring client engagement and communication by regularly soliciting client feedback and maintaining open communication channels. Prompt action is taken to address client concerns, and a regular communication framework is in place to evaluate challenges and track progress toward achieving shared objectives. Our penchant for consistent improvement drives a relentless pursuit of complete client satisfaction.



Meeting client needs through active engagement

At Zensar, we hold ourselves to the highest standards when it comes to client engagement. Moreover, we conduct an exclusive client engagement survey every year with clients who generate an annual revenue of USD 0.5 million or more.

In addition, we have implemented a continuous listening approach for all eligible projects. This enables us to proactively identify and address concerns during the project's course, ensuring our clients' needs are always met.

Promoting effective communication with our clients

We acknowledge that responding to client challenges come first. When clients report problems, we act promptly and decisively to satisfy them. Within 24 hours of receiving a complaint, our team promptly addresses it and works internally to identify the underlying causes.

Effective governance practices involve establishing a regular communication framework with internal stakeholders to evaluate challenges and track progress toward achieving our Go-Green objectives. We ensure to update the client throughout the process, providing it with a clear understanding of the problem's origin and the recommended course of action.

Our Go-Green action plan is developed with a well-defined set of tasks and ownership assigned to relevant team members and is then shared with the client. We work tirelessly to address concerns and conduct a comprehensive root-cause analysis to identify the corrective actions necessary to prevent similar issues. Upon completing all corrective measures outlined in the Go-Green plan, we seek formal feedback from the client through relevant forums. All client concerns are meticulously documented in our organisation's repository to ensure we address any potential problems and adjust our processes accordingly.

Acting on clients' feedback

The Customer Feedback Cell is a critical component of Zensar's client-centric approach. It is responsible for meticulously planning and executing client feedback surveys. The team's core mandate involves analyzing and reporting the survey results, setting and revising targets, and implementing survey process automation.

Upon completing the survey, the Quality team at Zensar takes charge of detailed action planning and execution. This process is rigorously tracked through periodic progress reviews with the delivery leaders, ensuring that every detail of client feedback is considered and addressed. We strive for complete client satisfaction and are committed to continuously enhancing our services to achieve this goal.

Ensuring confidentiality, integrity, and availability of client information

Our stringent information security management systems (ISMS), accredited under ISO 27001, demonstrate that Zensar prioritises securing the confidentiality, integrity, and availability of sensitive client information. At Zensar, we take every precaution to safeguard our clients' data by requiring all employees to attend mandatory awareness training on important aspects of IT security. As a testament to our security practices, we recorded no complaints during the fiscal year with regard to material impact on client privacy or data loss.

Client-centric business-enabling functions

We recognize the importance of business-enabling functions as crucial pillars for our delivery teams. These functions were established to ensure that the critical services required for facilitating delivery are regularly monitored, measured, and reported per our internal objectives and operating level agreements (OLAs).

We understand that in addition to these internal needs, our clients may have specific demands and requests that must be addressed promptly. Our business-enabling functions teams can manage and efficiently satisfy these additional requirements.

We must have a strong focus on the accuracy, quality, and timeliness of our business-enabling functions. By building a robust and reliable infrastructure, we provide seamless and efficient operations, delivering high-quality service to our clients. We ensure these functions are continually refined and improved to support our delivery teams.

Empowering our investors

At Zensar, we are cognizant of the fact that effective investor engagement is necessary for building trust, fostering long-term relationships, and ultimately creating value for our stakeholders. To achieve this, we have put in place several channels of communication with our investors that are transparent and investor-centric.

Fostering trust through precise reporting

We understand that building and retaining the trust of our investors depends on regular and accurate communication. We arrange press conferences and analyst meetings frequently to update investors on our activities, results, and future projections. Investors who could not attend in person can still access the transcripts of these meetings uploaded on our website. We provide financial results and presentations to shareholders, including institutional investors and analysts, that help them stay up-to-date with our financial performance. Also, we publish quarterly investor updates and official press releases with data pertinent to our investors.

We disclose requisite details as required by law and circulate them widely through newspapers and our website. This move is essential as it facilitates our investors' awareness of any regulatory changes or legal obligations that may affect their investments.

Taking accountability through compliance and oversight

In addition to the aforementioned communication channels, we have an investor grievance policy. This policy lays out the framework for handling grievances from investors and ensures that their concerns are resolved promptly and efficiently. This helps in ensuring that our investors feel heard and valued.

We are committed to maintaining fair accounting policies that comply with applicable regulations. Additionally, we have established a strong and independent Board composed of competent individuals with the expertise and diverse experience required to provide effective oversight. By doing this, we ensure that investors are convinced that a Board dedicated to acting in their best interests is safeguarding their objectives.

Empowering our vendors

When it comes to providing clients with innovative solutions, Zensar is aware of the vital role that its value chain partners play. The unwavering support from our partners helps us develop top-notch solutions and build enduring client relationships worldwide.

Sustainable procurement goal

Assess

all suppliers based on a sustainable procurement criterion by FY30

Upholding ethical standards

At Zensar, we encourage ethical business conduct in all our vendor interactions. Suppliers must follow a Code of Conduct that includes abiding by all rules, regulations, and guidelines that may be in effect. We also sign non-disclosure agreements with third parties to safeguard the confidentiality of information.

We ensure that we conduct our business in a way that is free from corruption and bribery. Therefore, we expect our partners to be familiar with and adhere to all anti-corruption and anti-bribery laws in all areas of their operations. We do not tolerate unethical behavior and have a zero-tolerance policy in place.

Implementing responsible procurement practices

We emphasize sustainability and human rights and therefore, undertake measures to ensure that vendors satisfy screening criteria based on quality, hygiene, safety, and other aspects. New vendors must submit a registration form that includes these screening requirements. Also, we assess vendors' performance annually using the same screening criteria.

Our procurement process is built on a structured techno-commercial evaluation methodology, which ensures a transparent and competitive process. Along with quality, delivery, and pricing, compliance with local government regulations and labor laws is crucial when selecting value chain partners.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTIETH ANNUAL GENERAL MEETING ('AGM') OF MEMBERS OF ZENSAR TECHNOLOGIES LIMITED WILL BE HELD ON THURSDAY, AUGUST 10, 2023, AT 11:00 AM IST THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 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, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and

b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Auditors thereon.

Item No. 2 – Confirm payment of Interim Dividend and declare Final Dividend

To confirm payment of Interim Dividend declared during FY 2022-23 at the rate of INR 1.50 (Rupee One and Fifty Paise only) per equity share of face value of INR 2 each, declared on January 23, 2023, and to declare Final Dividend of INR 3.50 (Rupees Three and Fifty Paise only) per equity share of face value of INR 2 each, of the Company for the Financial Year ended March 31, 2023.

Item No. 3 – Re - appointment of Anant Vardhan Goenka (DIN: 02089850)

To appoint a Director in place of Anant Vardhan Goenka, who retires by rotation, in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

By Order of the Board of Directors

Gaurav Tongia
Company Secretary
(M. No. F5955)

Mumbai, May 11, 2023

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 Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and dated December 28, 2022 respectively ("MCA Circulars") and Securities and Exchange Board of India ('SEBI') circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars) allowed companies whose AGMs were due to be held in the year 2023 to conduct their AGMs on or before September 30, 2023, in accordance with the requirements provided *inter-alia* in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020. Accordingly, the AGM of the Company is being held through VC/OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Zensar Knowledge Park, Plot # 4, MIDC Kharadi, Off Nagar Road Pune 411 014.

2. In compliance with the aforesaid Circulars, Notice of the AGM along with the Integrated Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on **Friday, July 7, 2023.** Members may note that the Notice and Integrated Annual Report 2022-23 will also be available on the Company's website www.zensar.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("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 aforesaid MCA circulars, the facility for appointment of proxies by the Members will not be available. Since the AGM will be held through VC/OAVM, route map, proxy form and attendance slip are not annexed to the Notice.

6. Additional information, *inter-alia*, pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking re-appointment at the AGM, forms part of the Notice and/or Integrated Annual Report.

Dividend-related information

7. The Board of Directors has recommended a Final Dividend of INR 3.50 per Equity Share of INR 2.00 each for the Financial Year ended March 31, 2023, that is proposed to be paid within a period of 30 days from the date of declaration by the shareholders at the 60th AGM. During Financial Year 2022-23, an Interim Dividend of INR 1.50 per equity share was paid on February 14, 2023.

8. The Company has fixed, **Friday, July 21, 2023**, as the record date for determination of entitlement for payment of Final Dividend.

9. Pursuant to amendments in the Income Tax Act, 1961 ("IT Act") dividend income is taxable in the hands of the shareholders from April 1, 2020, and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members as per the rates prescribed in IT Act. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ("DP") or in case shares are held in physical form, with Company's Registrar and Transfer Agents viz., KFin Technologies Limited ("RTA"). For details, Members are requested to refer to the "Communication on TDS on Dividend Distribution" sent by the Company, from time to time, which is also available on the Company's website www.zensar.com.

10. 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.

11. Further, in order to receive dividend(s) in a seamless manner, Members holding shares in physical form who have not updated their mandate for receiving

the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), may register for the same, by sending Form ISR-1 along with supporting documents to Company's RTA. For the Members holding shares in DEMAT form, please update your Electronic Bank Mandate through your DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

12. In the event 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.

13. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021, as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Transfer Agent for the same.

A. THE 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, August 7, 2023, at 9:00 A.M. (IST) and ends on Wednesday, August 9, 2023, 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, August 3, 2023,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid- up equity share capital of the Company as on the aforesaid cut-off date.

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

The process 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 meetings for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 and voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 '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 and voting during the meeting. 1. 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 App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. 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 and New System Myeasi Tab and then user your existing my easi username and password. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting 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 and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (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 and 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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders 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.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders 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 22 55 33

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

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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	8 Character DP ID followed by 8 Digit Client ID
a) For Members who hold shares in demat account with NSDL.	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 shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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 shareholders 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.co.in 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 General Meetings on NSDL e-Voting system.

How to cast your vote electronically and join 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 shareholders	
1.	Institutional shareholders (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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@svdandassociates.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (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 Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Soni Singh, Assistant Manager, NSDL at evoting@nsdl.co.in.
4.	In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Soni Singh, Assistant Manager, NSDL at evoting@nsdl.co.in.

Process for those shareholders 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 shareholder, 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 shareholder 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 shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

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 Members/ shareholders, 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. Shareholders 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 between 9:00 a.m. (IST) on Thursday, July 27, 2023 to 5:00 p.m. (IST) Saturday, July 29, 2023, 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. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Members who do not wish to speak during the AGM but have queries, may send the same latest by Friday, August 4, 2023 mentioning their names, 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.

7. Members who need assistance before or during the AGM with use of technology, can send a request at evoting@nsdl.co.in or use (helpline): 022 - 4886 7000 and 022 - 2499 7000 or connect with Soni Singh, Assistant Manager, NSDL.

8. Further instructions, if any, regarding this AGM and related matters, shall be available on the website of the Company, under Investors section.

Other information

1. Sridhar Mudaliar (FCS 6156), Partner, SVD & Associates, Company Secretaries and failing him Sheetal Joshi (FCS 10480), 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 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 and 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 on or before 5:00 p.m. IST on Monday, August 14, 2023. 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. 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.

5. 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	
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 and 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes/update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rule 19(1) of Companies (Share Capital and Debenture) Rules, 2014	Form SH-13
	Cancellation of nomination by the holder(s) (along with Form ISR-3)/Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares held in physical form	Form ISR- 4
	Members may download all the forms from website of the Company or RTA i.e., www.zensar.com or www.kfintech.com	

i. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.

ii. As per the provisions of Section 72 of the Act and SEBI circulars dated December 14, 2021, November 3, 2021 and March 16, 2023, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to RTA in case the shares are held in physical form.

6. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities effective from January 25, 2022, any service requests or complaints received from the member, are being processed by RTA on receipt of requisite details/documents. On or after October 1, 2023, in case any of the above cited documents/ details are not available in the Folio(s), in terms of SEBI circulars, RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.zensar.com

7. Members are requested to address all correspondence, including dividend related matters, to (RTA):

KFin Technologies Limited
Unit: (Zensar Technologies Limited),
Selenium Tower B, Plot 31-32, Financial District,
Nanakramguda Serilingampally
Mandal, Hyderabad 500 032, Telangana.
Toll Free No. 1800 3094 001
Email: einward.ris@kfintech.com

8. 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. 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.

By Order of the Board of Directors

Gaurav Tongia
Company Secretary
(M. No. F5955)

Mumbai, May 11, 2023
Registered Office:
Zensar Knowledge Park, Plot # 4, MIDC, Kharadi,
Off Nagar Road, Pune - 411014
CIN: L72200PN1963PLC012621

Additional information on Director(s) recommended for appointment/re-appointment as required under Listing Regulations and applicable Secretarial Standards:

Anant Vardhan Goenka

Age	42 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 and Experience	Anant Goenka is a Member of the Management Board at RPG Enterprises. He is Vice-Chairman, CEAT Limited, one of India's largest tyre manufacturing companies. He is also the Vice-Chairman of Zensar Technologies Limited, leading IT Services company. He is former Chairman of Automotive Tyre Manufacturers' Association (ATMA). 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. Prior to joining CEAT, Anant worked with KEC International and Hindustan Unilever. 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.
Nature of expertise in specific functional area/ skills and capabilities	General Management and Business Operations, Thought Leadership, CEO/Senior Management Experience, Human Resource Management, Risk Management, Strategy/ M&A/Restructuring, Corporate Governance, Business Development/sales/Marketing and International Business
Directorships in other Companies	1. CEAT Limited 2. Spencer and Company Limited 3. Spencer International Hotels Limited 4. RAYCHEM-RPG Private Limited 5. Seniority Private Limited 6. Evergreen Community Private Limited 7. CEAT Auto Components Limited 8. Taabi Mobility Limited 9. Associated CEAT Holdings (Private) Limited (Sri Lanka) 10. CEAT Akkhan Limited (Bangladesh)
Memberships of Committees in other Companies	CEAT Limited 1. Risk Management Committee - Member 2. Stakeholder's Relationship Committee - Chairman 3. Finance and Banking Committee - Chairman 4. Sustainability and Corporate Social Responsibility Committee - Chairman
Number of Board meetings of the Company attended during FY 2022-23	7 (Seven)
Listed entities from which Anant Vardhan Goenka has resigned as Director in past 3 years	STEL Holdings Limited
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)
Disclosure of *inter-se* relationships between Directors and Key Managerial Personnel	Anant Vardhan Goenka is son of Harsh Vardhan Goenka

For other details such as the number of meetings of the Board attended during FY 2022-23, remuneration last drawn in FY 2022-23, 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

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the 60th Integrated Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2023.

1. FINANCIAL PERFORMANCE AND STATE OF AFFAIRS

(INR Million)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from operations	18,234	16,289	48,482	42,438
Other Income (Net)	1,517	1,340	1,028	1,377
Total Income	19,751	17,629	49,510	43,815
Profit before Tax	4,034	4,306	4,441	5,741
Profit after Tax (after Minority Interest)	**3,084**	**3,211**	**3,276**	**4,163**

On a standalone basis, during FY 2022-23, the Company recorded total income of INR 19,751 million comprising income from Software Development and Allied services of INR 18,234 million and other income of INR 1,517 million. The Company recorded a net profit of INR 3,084 million reflecting a decrease of about 3.96% Y-o-Y.

On a consolidated basis, the Company recorded total income of INR 49,510 million comprising income from Software Development and Allied Services of INR 48,482 million and other income of INR 1,028 million. The Consolidated net profit was INR 3,276 million reflecting decrease of about 21.31% Y-o-Y.

The Financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS).

Dividend

Based on profits during FY 2022-23 and continuing the tradition of rewarding the members, the Company declared an interim dividend of INR 1.50 (75%) per equity share of face value of INR 2 each on the paid-up equity share capital of the Company. The total payout amounted to INR 339.5 million.

The said dividend was declared in accordance with the Dividend Distribution Policy of the Company, formulated pursuant to Listing Regulations which is available on website of the Company at https://zensar.com/about/investors/investors-relation?result=Policies#Corporate-Governance.

Further, the Board recommends a final dividend of INR 3.50 (175%) per equity share of face value of INR 2 each on the paid-up equity share capital of the Company, for the year under review. The total pay-out will amount to about INR 792.70 million. The payment of dividends shall be made within 30 days from the date of declaration as per the record date, as set out in the AGM Notice. The total dividend for the year including the interim dividend shall be INR 5.00 per equity share of INR 2 each (250%).

Unclaimed Dividend

Pursuant to the Act and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, during the year under review, the Company has transferred following dividend(s) and corresponding share(s) to IEPF, upon completion of period of seven years

Date of Declaration	Type of Dividend	Total Amount of Dividend transferred (INR)	Total No. of shares transferred
July 14, 2015	Final	2,097,186	22,200
January 19, 2016	Interim	1,675,605	37,716

The total amount lying in the Unpaid Dividend Account of the Company up to the year under review and the corresponding shares, which would be liable to be transferred to IEPF, as per records of RTA are as follows:

Sr. No	FY to which dividend relates	Type of Dividend	Amount lying in the Unpaid Dividend Account (INR) (as on March 31, 2023)
1	2022-23	Interim	1,579,828
2	2021-22	Final	2,842,757
		Interim	1,165,595
3	2020-21	Final	1,949,254
		Interim	1,209,566
4	2019-20	2nd Interim	2,209,920
		1st Interim	1,085,330
5	2018-19	Final	1,649,745
		Interim	1,033,707
6	2017-18	Final	1,610,777
		Interim	1,141,300
7	2016-17	Final	2,510,984
		Interim	1,929,850
8	2015-16	2nd Interim	2,411,003

The data on unpaid/unclaimed dividend and other unclaimed monies is available on Company's website at https://www.zensar.com/about/investors/investors-relation#corporate-governance. Members who have not yet encashed their unclaimed/unpaid amounts are requested to correspond with Company's Registrar and Transfer Agents, at the earliest.

Particulars of Loans, Guarantees and Investments pursuant to Section 186 of the Act

Particulars	
Loan(s)	Company has not given any loan to any parties
Guarantee(s)	Please refer Note No. 29 of Notes to Standalone Financial Statements
Investment(s)	Please refer Note No. 6(a) of Notes to Standalone Financial Statements

Related Party Transactions

All related party transactions that were entered into during FY 2022-23, were on arm's length basis and in the ordinary course of business.

Requisite approval(s) of the Audit Committee is obtained on periodic basis for the transactions, which are repetitive in nature or otherwise. The actual transactions entered into, pursuant to the approval so granted, are placed periodically, before the Audit Committee.

The policy on related party transactions is available on the website of the Company at https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Policy%20 on%20RPT%20%281%29.PDF.

During FY 2022-23, no materially significant related party transactions that may have potential conflict with the interests of Company at large were entered into by the Company.

Further, the Company has not entered into any material transaction with related parties, during the year under review, which requires reporting in Form AOC-2 in terms of the Act read with Companies (Accounts) Rules, 2014. However, the requisite disclosures under IND-AS form part of Notes to Financial Statements.

Business Update

The information on Company's affairs and related aspects, is provided under Management Discussion and Analysis Report, which has been prepared, *inter-alia*, in compliance with Regulation 34 of Listing Regulations and forms part of this report.

Internal Financial Controls

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are stated in Management Discussion and Analysis Report, which forms part of this Report.

Transfer to Reserves

No amount is proposed to be transferred to General Reserve on declaration of dividend(s).

Deposits

During the year under review, the Company has not accepted any Deposits, under Chapter V of the Act.

Change in the Nature of the Business

During the year under review, there was no change in the nature of the business of the Company or its subsidiaries, pursuant to, *inter-alia*, Section 134 of the Act and Companies (Accounts) Rules, 2014, as amended from time to time.

Material Changes and Commitments, if any, affecting the Financial Position of the Company

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year on March 31, 2023, to which the Financial Statements relate and the date of this report.

Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the Going Concern Status

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

Annual Return

Pursuant to Section 92 of the Act and related rules, as amended from time to time, a copy of Annual Return for the Financial Year ended March 31, 2023, is available on website of the Company at the following weblink: https://www.zensar.com/about/investors/investors-relation#corporate-governance.

Further, final Annual Return for the Financial Year ended March 31, 2023, once filed, shall also be made available on the above-mentioned weblink.

Subsidiary Companies

Your Company along with subsidiaries provides digital solutions and technology services globally. As of March 31, 2023, the Company had 14 Subsidiaries as per details to be set out in Annual Return.

The highlights of performance of subsidiaries and their contribution to the overall performance of the Company/Group, are included in Form AOC–1 forming part of Consolidated Financial Statements section in this Integrated Annual Report, in accordance with the provisions, *inter-alia*, of Section 129 of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014. Further details of developments among subsidiaries during the year under review are set out in the Notes to Consolidated Financial Statements.

Policy for determining material subsidiaries framed by the Company, is available on https://zensar.com/about/investors/investors-relation?result=Policies#Corporate-Governance.

2. CORPORATE GOVERNANCE

Formal Annual Evaluation of Board and its Committees

The details pertaining to annual evaluation of Board and its Committees are provided under the Corporate Governance report forming part of this Board's Report.

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

a) in preparation of the annual accounts for the Financial Year ended March 31, 2023, the applicable accounting standards had been followed and there was no material departures;

b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year as at March 31, 2023, and of the profit of the Company for that period;

c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) the Directors had prepared the annual accounts on a going concern basis;

e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Director(s) and Key Managerial Personnel KMP(s)

Details pertaining to change in Director(s) and Key Managerial Personnel(s) of the Company and subsequent change in the Committee(s) of the Board, thereof, during the year under review, are set out in the Corporate Governance Report.

Number of Meetings of the Board

During the year under review, Nine (9) meetings of the Board were held, details of which are set out in the Corporate Governance Report herein.

Board Committees

Detailed composition of Committee(s) of the Board, number of meetings held during the year under review and other related details including brief details of terms of reference of the Committees, membership(s) and attendance of members, are set out in the Corporate Governance Report.

There were no instances during FY 2022-23 where the Board had not accepted any recommendation of any of the Committees of the Board.

Statement on Declaration of Independent Directors

The Company has received necessary declaration of Independence from Independent Directors *inter-alia*, pursuant to Section 149(6) and 149(7) of the Act and under Regulation 16(1)(b) and Regulation 25 of the Listing Regulations, confirming and certifying that:

- they have complied with all the requirements of being an Independent Director of the Company, as on date. The said certificate(s) were taken on record by the Board, at its meetings held on May 11, 2023, respectively, after due assessment of veracity of the same.
- they possess the requisite expertise and experience and are persons of high integrity and repute.
- they have registered themselves with the Independent Directors' Database maintained by IICA.

Pecuniary Relationship or Transactions of Non-Executive Directors and Disclosures about Remuneration of Directors

All pecuniary relationship or transactions of Non-Executive Directors *vis-à-vis* the Company, along with criteria for such payments and disclosures on the remuneration of the Directors along with their shareholding are disclosed in Corporate Governance Report and notes to Financial Statements and also available on the website of the Company, pursuant to relevant regulations.

Inter-Se Relationships between the Directors

There are no relationships between the Directors *inter-se*, except between Anant Vardhan Goenka and H. V. Goenka. Anant Vardhan Goenka, Vice Chairman and Non-Executive, Non-Independent Director, is son of H. V. Goenka, Chairman and Non-Executive, Non-Independent Director.

Risk Management

In terms of the provisions of Section 134 of the Companies Act, 2013, a detailed report on Risk Management is included in Management Discussion and Analysis Report, which forms part of this report.

Secretarial Standards

The Company complies with the applicable mandatory Secretarial Standards.

3. HUMAN RESOURCE MANAGEMENT

Disclosure under Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Internal Committee and an Anti-Sexual Harassment Policy, *inter-alia*, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder to redress all the sexual harassment complaints reported by women employee(s). Company has zero tolerance for sexual harassment at workplace.

The following is the summary of complaints received and disposed- off during the year under review:

Number of complaints received	1
Number of complaints disposed off	1
Number of complaints pending	0

Employees Stock Option Plan

The Company currently has two Employees Stock Option Schemes in force, namely, "2006 Employees Stock Option Plan" (2006 ESOP) and Employee Performance Award Unit Plan, 2016 (2016 EPAP) and these schemes are being implemented, as per Listing Regulations, in this regard. Presently there are no outstanding/active options under "2002 Employees Stock Option Plan" (2002 ESOP). Nomination and Remuneration Committee vide its meeting held on January 20, 2022, resolved that no further options shall be granted under 2002 ESOP and 2006 ESOP.

In FY 2022-23, 2,500 equity shares, 67,790 equity shares and 1,93,597 equity shares were allotted under 2002 ESOP, 2006 ESOP and EPAP 2016, respectively.

The aforesaid ESOP Plans/Scheme(s) are in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time. There has not been any material change in the ESOP plan(s) during the year.

The disclosure pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is available on the website of the Company at https://www.zensar.com/investor/financials.

Particular of Employees

Information pursuant to Section 197 of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company excluding Managing Director for the Financial Year.	Please refer Annexure A to this Report for details.
2.	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year.	
3.	The percentage increase in the median remuneration of employees.	The percentage increase in the median remuneration in FY 2022-23 of employees on India Payroll was 21%.
4.	The number of permanent employees on the rolls of Company (in India)	7,797 (as of March 31, 2023)

5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentage* increase made in the salaries of the employees other than the managerial personnel in the last Financial Year is 11.28% for India based associates.

** Since percentile refers to a score below which a given percentage of scores in its frequency distribution falls, for an accurate representation of above calculation sought, we refer to percentage increase at an average level of salaries for the employees concerned.*

The remuneration to employees is as per the remuneration policy of the Company. The percentage increase in the median remuneration of employees has been calculated after excluding Managing Director's remuneration.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate Annexure A forming part of this report. None of the employees listed in the said Annexure are related to any Director(s) of the Company or hold 2% or more of the paid-up equity share capital of the Company. Further, the report and the accounts are being sent to the Members excluding the aforesaid Annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company.

4. REPORTS AND POLICIES

Integrated Annual Report

The Company has continued its practice of developing the Integrated Annual Report, based on International Integrated Reporting Council's ('IIRC') Framework, which encourages organisations to communicate their value creation over time. The Company has embarked on this journey to communicate its integrated thinking and how its business creates sustained value for stakeholders. The third Integrated Report also encompasses aspects like strategy, performance, governance frameworks, value creation based on various forms of capital viz. financial capital, manufactured capital, intellectual capital, natural capital, social and relationship capital and human capital.

Corporate Governance

A detailed report on the same for FY 2022-23 along with the practicing Company Secretary's certification thereon, is provided in the corporate governance section of this report.

Management Discussion and Analysis

A detailed Management Discussion and Analysis Report is annexed to this report.

Business Responsibility and Sustainability Report

As stipulated under the Listing Regulations, Business responsibility and sustainability reporting (BRSR) on initiatives taken from an environmental, social and governance perspective, under Regulation 34(2)(f) is annexed to this report.

Nomination and Remuneration Policy

The Company has a Nomination and Remuneration Policy (Policy) for nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees, pursuant to the Act and Listing Regulations, as amended from time to time.

The salient features of the Policy, are:

1. Appointment and remuneration of Directors, KMP and SMP.
2. Determination of qualifications, positive attributes and independence for appointment of a Director (Executive/ Non-Executive/Independent) and recommendation to the Board about matters relating to the remuneration for the Directors, KMP and SMP.
3. Formulating the criteria for performance evaluation of all Directors.
4. Board Diversity

The said Policy is available on the website of Company at https://zensar.com/about/investors/investors-relation?re sult=Policies#Corporate-Governance

Vigil Mechanism/Whistle Blower Policy

Pursuant to the Section 177(9) of the Act and Regulation 22 of Listing Regulations, the Company has established a Vigil Mechanism/ Whistle Blower Policy for Directors and employees to report their genuine concerns. The Policy provides for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Governance and Ethics. The policy is available on the website of the Company at https://zensar.com/about/investors/investors-relation?re sult=Policies#Corporate-Governance

The Company has in place robust measures to safeguard whistle blowers against victimisation. Directors and employees are duly sensitised about mechanisms and guidelines for direct access to the Chairman of the Audit Committee, in appropriate cases.

Further, during FY 2022-23, no personnel has been denied access to the Audit Committee.

5. AUDITORS AND AUDIT REPORTS

Statutory Auditors

M/s. S R B C & CO LLP (ICAI Firm Registration No. FRN 324982E/E300003), Statutory Auditors of the Company, has been appointed to conduct Audit of Financial Statements of the Company from FY 2022-23 till FY 2026-27.

Pursuant to the Companies (Amendment) Act, 2017 which came into force on May 7, 2018, appointment of Statutory Auditors is not subject to annual ratification at the Annual General Meeting and accordingly not being placed at the 60th Annual General Meeting for approval of members.

Further, there was no instance of fraud reported by the Statutory Auditors during FY 2022-23, as required under Section 134 of the Act and rules thereunder.

Secretarial Auditors and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. SVD & Associates, Company Secretaries in practice, to undertake the Secretarial Audit of the Company, for FY 2022-23. The Report of Secretarial Audit in Form MR-3 is annexed herewith. The response of the Board on the observations made by Secretarial Auditor is as follow:

The Company was unable to file the e-Form DIR-12 for Resignation of Chief Executive Officer (CEO) and Managing Director w.e.f December 31, 2022, e-Form DIR-12 for appointment of new Chief Executive Officer (CEO) and Managing Director w.e.f. January 23, 2023 and e-Form MR-1 and MR-2 for appointment of new Managing Director till the date of issue of this report due to continuing technical glitches on the website of Ministry of Corporate Affairs.

The appointment of M/s. SVD & Associates, as Secretarial Auditors, continues for FY 2023-24.

Further, during FY 2022-23 and two previous Financial Years, no penalties, strictures were imposed on the Company by stock exchange(s) or SEBI or any statutory authority, on any matter related to capital markets.

Internal Auditors

The Board had appointed KPMG Assurance and Consulting Services LLP as Internal Auditors for FY 2022-23 under Section 138 of the Act. Their appointment continues for FY 2023-24.

Explanations on Qualification, Reservation or Adverse Remark or Disclaimer made by Auditors

There are no qualifications, reservations or adverse remarks against the Company made by Statutory Auditors/Secretarial Auditors in their respective Reports.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR activities by the Company were undertaken through RPG Foundation, which is committed towards undertaking CSR activities across all group companies of the RPG group. The composition of the Sustainability and Corporate Social Responsibility Committee of the Company, in accordance with Section 135 of the Act, is covered under the Corporate Governance Report which forms part of this report.

A detailed report on CSR activities in line with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, is attached as Annexure F to this report.

7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions relating to disclosure of details regarding energy consumption, both total and per unit of production, are not applicable as the Company is engaged in the services sector and provides IT and IT related services.

Particulars prescribed under Section 134(3)(m) of the Act, read with the Companies (Accounts) Rules, 2014 in respect of Technology Absorption, Foreign Exchange earnings and outgo as on March 31, 2023, and R&D expenditure during the Financial Year are set out as Annexure G to this report. Further details are provided under Capital sections respectively, which form part of this Integrated Annual Report.

8. OTHER DISCLOSURES

i. The Company is not required to maintain cost records, as specified by the Central Government under Section 148 of the Act.

ii. Key initiatives with respect to stakeholder relationship, customer relationship, environment, sustainability, health and safety have been disclosed under respective heads of Corporate Governance Report and Business Responsibility Report.

iii. No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the Financial Year along with their status as at the end of the Financial Year is not applicable.

iv. The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

9. CAUTIONARY STATEMENT

The statements made in this Report and Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations and others may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from expectations those expressed or implied. Some factors could make difference to the Company's operations that may be, due to change in government policies, global market conditions, foreign exchange fluctuations, natural disasters etc.

10. ACKNOWLEDGEMENTS AND APPRECIATIONS

The Directors place on record their appreciation for the continued co-operation extended by all stakeholders including various departments of Central and State Government, Shareholders, Investors, Bankers, Financial Institutions, Customers, Dealers and Suppliers.

The Board also places on record its gratitude and appreciation of committed services of executives and employees of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Dated: May 11, 2023

H. V. Goenka
Chairman

Note: *All the Annexures referred in the Board's Report form an integral part of the same, unless otherwise stated. The entire Integrated Annual Report along with the Notice convening the AGM is to be read together.*

ANNEXURE(S) TO BOARD'S REPORT

A	Information pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
B	Report on Corporate Governance
C	Management Discussion and Analysis Report
D	Business Responsibility and Sustainability Report
E	Secretarial Audit Report (Form MR-3)
F	Annual Report on CSR Activities
G	Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Annexure A to the Board's Report

Information pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name of the Directors / Key Managerial Personnel	Designation	Ratio of remuneration of each director/KMP to median remuneration of employees of the Company[1]	Increase in the remuneration
1	H. V. Goenka	Chairman	22.18	8.14
2	Anant Goenka	Vice-Chairman	0.75	20
3	Ajay Singh Bhutoria[2,3]	Chief Executive Officer and Managing Director	1.26	-
4	Manish Tandon[4]	Chief Executive Officer and Managing Director	-	-
5	A. T. Vaswani	Director	0.75	20
6	Arvind Nath Agrawal			
7	Venkatesh Kasturirangan[5]			
8	Ketan Dalal			
9	Harsh Mariwala			
10	Ben Druskin[2]		-	-
12	Radha Rajappa		0.75	20
13	Pravin Udhyavara Bhadya Rao[2,6]		-	-
14	Sachin Zute[2,7]	Chief Financial Officer	-	-
15	Gaurav Tongia	Company Secretary	5.66	9.02

Notes:

1. Median remuneration of the employees is calculated on the basis of remuneration details of permanent employees on India payroll excluding Managing Director.
2. Remuneration, if any, received in FY 2022-23 is not comparable with remuneration received, if any, in FY 2021-22 and hence, not being stated.
3. Ajay Singh Bhutoria ceased to be a Chief Executive Officer and Managing Director and demitted office of Directorship w.e.f. December 31, 2023. Details of remuneration received by him from the subsidiary, Zensar Technologies Inc., are provided in notes to Financial Statements.
4. Manish Tandon was appointed as Chief Executive Officer and Managing Director w.e.f. January 23, 2023, and therefore comparable amount of remuneration was not available for determination of percentage increase/decrease in remuneration. Further, he also received remuneration from the subsidiary, Zensar Technologies Inc., details of which are as provided in notes to Financial Statements.
5. Venkatesh Kasturirangan resigned as Non-Executive–Independent Director of the Company w.e.f. from March 31, 2023.
6. Pravin Rao Udhyavara Bhadya was appointed as Non-Executive–Independent Director of the Company effective from September 26, 2022.
7. Sachin Zute was appointed as the Chief Financial Officer of the Company w.e.f. May 10, 2022.
8. Further details are set out in Note No. 35 of Notes to Consolidated Financial Statements.
9. The remuneration to Directors is within the overall limits approved by the shareholders of the Company, as applicable.

For and on behalf of the Board of Directors

Place: Mumbai
Dated: May 11, 2023

H. V. Goenka
Chairman

Annexure B to the Board's Report

REPORT ON CORPORATE GOVERNANCE

Company's Corporate Governance Philosophy

Our Corporate Governance is a reflection of our system, values, policies and practices with our stakeholders. Its practices stem from the dynamic culture and positive mindset of the organisation. We are committed to meet the aspirations of all our stakeholders. Company's philosophy of Corporate Governance includes maximising shareholders' interest by ensuring Transparent Accounting Policies, Strong Independent Board, Preserving Shareholders' Interest and Timely Disclosures.

A report, *inter-alia*, in line with the requirements of Listing Regulations for the Financial Year ended March 31, 2023, is given below:

1. Board of Directors

A. Size and composition of the Board:

The Board of the Company comprises optimum combination of Executive and Non-Executive Directors out of which seven Directors are Non-Executive Independent Directors, two are Non-Executive, Non-Independent Directors and one is Executive Director. The Chairman of the Company is Non-Executive Director. The Company recognises and embraces the importance of a diverse Board in its success. The Board provides strategic direction and leadership and oversees the management policies and their effectiveness looking at long-term interests of shareholders and other stakeholders. Board is a blend of independence, professionalism and transparency.

Based on the requisite certifications/affirmations received from respective directors, their directorships and committee memberships/chairmanships are within permissible limits.

During the year under review following were the changes in constitution of Board of Directors of the Company:

1. Appointment of Pravin Udhyavara Bhadya Rao (DIN 06782450) as a Non-Executive – Independent Director of the Company, not liable to retire by rotation, with effect from September 26, 2022, till September 25, 2027.
2. Appointment of Anant Vardhan Goenka (DIN: 02089850) as Interim Managing Director for the period from November 02, 2022, till January 23, 2023.
3. Re-appointment(s) of Ketan Arvind Dalal (DIN: 00003236) and Ben Edward Druskin (DIN: 07935711) as Non-Executive - Independent Directors of the Company, not liable to retire by rotation, with effect from November 3, 2022, till November 2, 2027.
4. Resignation of Ajay Singh Bhutoria (DIN 09013862) as a Chief Executive Office and Managing Director with effect from December 31, 2022.
5. Re-appointment of Harsh Charandas Mariwala (DIN: 00210342) as Non-Executive- Independent Director of the Company, not liable to retire by rotation, with effect from January 18, 2023, till April 17, 2026.
6. Appointment of Manish Tandon as Chief Executive Officer and Managing Director w.e.f. January 23, 2023, for a term of five years.
7. Appointment of Anant Vardhan Goenka as Non-Executive, Vice-Chairman w.e.f. January 23, 2023.
8. Resignation of Venkatesh Kasturirangan (DIN 00804869) as Non-Executive – Independent Director of the Company, with effect from March 31, 2023. His resignation letter included a detailed statement of reason, conveying that post serving 15 years on the Board of the Company since 2008, he believed that it was time for him to resign and to provide the Company and the Board an opportunity to bring fresh blood to take the Company forward. With the induction of new senior leadership team, he felt this was an opportune moment to induct new Board leadership as well. He confirmed that there are no other material reasons other than those mentioned in the letter, for his resignation as the Independent Director of the Company.

Except H. V. Goenka and Anant Vardhan Goenka, none of the Directors are related to each other.

B. Board Meetings:

The Board of Directors of the Company met 9 times during FY 2022-23 as stated below, along with the attendance at the Board Meeting(s) and AGM. Board Meetings in FY 2022-23 were held physically and/or via Video Conferencing:

Meeting Attendance											
Name of Director	AGM July 27, 2022	Board Meeting (BM) Dates									% of Attendance
		May 10, 2022	June 27, 2022	August 5, 2022	September 26, 2022	October 20, 2022	November 2, 2022	December 8, 2022	January 23, 2023	March 14, 2023	
H. V. Goenka	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	100
Anant Vardhan Goenka	Present	Present	X	Present	Present	X	Present	Present	Present	Present	78
Manish Tandon	NA								Present	Present	100
Ajay Singh Bhutoria	Present	Present	X	Present	Present	Present	X		NA		57
Venkatesh Kasturirangan	X	Present	X	Present	Present	Present	X	Present	Present	X	67
A. T. Vaswani	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	100
Ketan Dalal	Present	Present	Present	Present	X	Present	Present	Present	X	Present	78
Ben Druskin	X	Present	Present	Present	Present	Present	X	Present	Present	Present	89
Harsh Mariwala	Present	Present	Present	Present	Present	Present	X	Present	Present	Present	89
Arvind Nath Agrawal	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	100
Radha Rajappa	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	100
Pravin Udhyavara Bhadya Rao	NA				Present	Present	Present	Present	Present	Present	100

Chairman Present in person or through Audio-Visual Means **X** Absent

Notes:

The composition of the Board and other Directorship(s)/Membership(s) of Committees held by respective Directors, as on March 31, 2023, is set out below (excluding memberships held in Zensar Technologies Limited, Private Limited companies, Foreign companies and companies registered under Section 8 of the Act). Memberships/Chairmanships of only Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies (excluding Zensar Technologies Limited) are considered (Membership includes Chairmanship):

Board of Directors

Director	Category	Shareholding	Board Memberships		No. of Membership/ Chairpersonship In other Board Committees		Skills/Area of Expertise
			Indian Listed companies	Indian Unlisted companies	Chairmanship	Membership	
H.V. Goenka	Chairman, Non-Executive, Non-Independent Director	149,990 (Apart from this, also holds shares of the Company, in the capacity of Trustee, as detailed in the Board's Report)	1. **CEAT Limited** Chairman, Non-Executive, Non-Independent Director 2. **KEC International Limited** Chairman, Non-Executive, Non-Independent Director 3. **RPG Life Sciences Limited** Chairman, Non-Executive, Non-Independent Director 4. **Bajaj Electricals Limited** Independent Director	1. **RPG Enterprises Limited** Non-Executive Director 2. **Spencer International Hotels Limited** Non-Executive Director	NA		
Anant Vardhan Goenka	Vice Chairman, Non-Executive, Non-Independent Director	Nil (However, holds shares of the Company, in the capacity of Trustee, as detailed in the Board's Report)	1. **CEAT Limited** Managing Director up to March 31, 2023, and Vice-Chairman from April 1, 2023.	1. **Spencer & Company Limited** Non-Executive Director 2. **Spencer International Hotels Limited** Non-Executive Director 3. **CEAT Auto Components Limited** Director 4. **Taabi Mobility Limited** Director	NA		
Manish Tandon	Chief Executive Officer and Managing Director	NA					

Director	Category	Shareholding	Board Memberships		No. of Membership/ Chairpersonship In other Board Committees		Skills/Area of Expertise
			Indian Listed companies	Indian Unlisted companies	Chairmanship	Membership	
A. T. Vaswani	Non-Executive, Independent Director	50,000	**KEC International Limited** Independent Director	**Embio Limited** Independent Director	2	2	
Ketan Dalal	Non-Executive, Independent Director	Nil	1. **HDFC Life Insurance Company Limited** Independent Director 2. **Torrent Power Limited** Independent Director	1. **IMC Chamber of Commerce & Industry** Director 2. **Eternis Fine Chemicals Limited** Director	2	4	
Ben Druskin	Non-Executive, Independent Director	NA					
Harsh Mariwala	Non-Executive, Independent Director	Nil	1. **Marico Limited** Chairman and Non-Executive Non-Independent Director 2. **Kaya Limited** Chairman and Managing Director 3. **JSW Steel Limited** Independent Director 4. **Thermax Limited** Independent Director	1. **Eternis Fine Chemicals Limited** Non-Executive Director 2. **Marico Innovation Foundation** (Deemed Public Company) Non-Executive Nominee Director	Nil	1	
Arvind Nath Agrawal	Non-Executive, Independent Director	NA					

Director	Category	Shareholding	Board Memberships		No. of Membership/ Chairpersonship In other Board Committees		Skills/Area of Expertise
			Indian Listed companies	Indian Unlisted companies	Chairmanship	Membership	
Radha Rajappa	Non-Executive, Independent Director	Nil	**Bata India Limited** Independent Director	Nil		1	
Pravin Udhyavara Bhadya Rao	Non-Executive, Independent Director	Nil		1. **Axis Finance Limited** Director 2. **Indegene Limited** Director	Nil	3	

- General Management and Business Operations
- Thought Leadership
- CEO/Senior Management Experience
- IT Industry/Cyber Security Experience
- Accounting/Finance/ Legal
- International Business
- Risk Management
- Strategy/M&A/ Restructuring
- Corporate Governance
- Business Development/Sales/ Marketing
- Human Resource Management
- Public Policy Governmental Regulations

Directors of the Company are appointed on the basis of their specific skill(s), knowledge and experience, which would help in plugging gap(s) on the Board, if, as and when the same occurs. The Company believes that it is important to acknowledge that not all Directors will possess each of the skills, but the Board as a whole must possess them. In details above, the core areas of skills/expertise/competence of individual Board members are indicated and it does not necessary reflect a binary representation.

C. Independent Directors

Independent Directors play a significant role in governance processes of the Board and bring diversity in Board's decision making. The appointment of Independent Director(s) is carried out in accordance with the provisions of the Act and SEBI Regulations. The Nomination and Remuneration Committee identifies candidates and takes into consideration various factors including the need to diversify and accordingly makes recommendations to the Board. The Independent Directors are appointed for a term not exceeding five years, at a time, as per the requirements of the Act and SEBI Regulations. In the opinion of the Board, all the Independent Directors fulfil the prescribed conditions and are independent of the Management.

D. Information placed before the Board:

Agenda papers along with detailed notes are circulated prior to the meeting(s). Information as required under SEBI Regulations are made available to the Directors from time to time. Further, periodic Compliance Reports/Certificates with respect to applicable laws, are placed before the Board of Directors for its review. The Company did not have any material pecuniary relationship or transactions with its Non-Executive and/or Independent Directors *per-se* during the year under review, except payment of sitting fees and commission as disclosed in this report.

2. Audit Committee

Composition and Meeting Attendance

Name of Director	Meeting Dates								
	May 9, 2022	August 4, 2022	September 7, 2022	October 19, 2022	November 2, 2022	December 5, 2022	December 8, 2022	January 23, 2023	March 13, 2023
A. T. Vaswani	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman
Arvind Nath Agrawal	Present	Present	Present	Present	Present	Present	Present	Present	Present
Ketan Dalal	Present	Present	Present	Present	Present	Present	Present	Present	Present

Chairman Present in person or through Audio-Visual Means X Absent

The Meetings are also attended by the Chief Financial Officer, Global Financial Controller, Statutory Auditors and Internal Auditors (including executives from Internal Audit Department of the Company). Chief Executive Officer and other executives of the Company also attend the meeting, as and when required. The Company Secretary acts as the Secretary to the Audit Committee.

The Chairman of the Audit Committee attended the 59th Annual General Meeting held on July 27, 2022, through VC/OAVM.

The terms of reference of the Audit Committee cover areas as contemplated under Section 177 of the Act and Regulation 18 of the Listing Regulations, as applicable, besides other terms as referred by the Board of Directors.

The terms of reference include oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct and credible; recommending the appointment, re-appointment, remuneration and terms of appointment of auditors and approval of payment for any other services rendered by statutory auditors; reviewing with the management quarterly results and annual financial statements before submission to the Board of Directors for approval; approval or any subsequent modification of any transactions of the Company with related parties; review and monitor the auditor's independence and performance and effectiveness of audit process; scrutiny of inter-corporate loans and investments, if any; evaluation of internal financial controls and risk management system; reviewing the functioning of the vigil mechanism/whistle blower policy; reviewing the internal controls to ensure compliance with the applicable provisions and verifying that the system for internal control are adequate and operating effectively.

3. Nomination and Remuneration Committee

Composition and Meeting Attendance

Name of Director	Meeting Dates											
	April 23, 2022	May 9, 2022	June 24, 2022	September 23, 2022	October 25, 2022	November 2, 2022	December 8, 2022	December 29 2022	January 10, 2023	January 23, 2023	February 2 2023	March 31, 2023
A. T. Vaswani	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman
Arvind Nath Agrawal	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
Venkatesh Kasturirangan	Present	Present	Present	Present	Present	X	Present	Present	Present	Present	Present	X
Anant Vardhan Goenka	NA											Present

Chairman Present in person or through Audio-Visual Means X Absent

Anant Vardhan Goenka appointed as Member of the committee w.e.f. March 14, 2023 and Venkatesh Kasturirangan ceased to be a Member w.e.f. April 1, 2023.

Chief Executive Officer and other executives of the Company also attend the meeting(s) as and when required. The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Remuneration Committee cover the areas as contemplated under Section 178 of the Act and Regulation 19 of the Listing Regulations, besides other terms as referred by the Board of Directors.

The terms of reference include formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the nomination and remuneration for the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Non-Executive Directors and the Board as a whole; devising a policy on diversity of Board of Directors; and identification of persons who are qualified to become directors and who may be appointed in the senior management in accordance with the criteria laid down, and recommending to the Board of Directors their appointment, removal and noting their cessation; recommendation on extension or continuation of the terms of appointment of the Independent Non-Executive Directors; and recommendation to the Board of Directors of all remuneration, in whatever form, payable to the senior management.

A. Nomination and Remuneration Policy:

The policy, *inter-alia*, on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under the Act. It was amended during the year and is available on the website of Company at https://www.zensar.com/sites/default/files/investor/policiesreportsfillings/Nomination%20and%20Remuneration%20Policy.pdf

B. Details of remuneration of Directors:

i. Details of Remuneration of Chief Executive Officer and Managing Director:

During the period under review, Ajay Singh Bhutoria, Chief Executive Office and Managing Director experienced a health ailment and hence Anant Vardhan Goenka was appointed as Interim Managing Director with effect from November 2, 2022. Ajay Singh Bhutoria resigned with effect from December 31, 2022. Thereafter, Manish Tandon was appointed as Chief Executive Office and Managing Director of the Company with effect from January 23, 2023, and Anant Vardhan Goenka relinquished charge as Interim Managing Director on the same date.

Ajay Singh Bhutoria and Manish Tandon, Chief Executive Officers and Managing Director were paid remuneration as per terms recommended/approved by the Nomination and Remuneration Committee, Board of Directors and/or Members of the Company and as set out in the Note No. 35 of Notes to Consolidated Financial Statement, appended herein. Anant Vardhan Goenka was not paid any remuneration in his capacity as Interim Managing Director of the Company.

As on December 31, 2022, Ajay Singh Bhutoria held NIL Equity Shares of the Company. He held 800,000 Performance Award Units (PAUs)/ESOPs granted under 'Zensar Technologies Limited – Employee Performance Award Unit Plan 2016' (EPAP 2016)

out of which 400,000 options vested on June 24, 2022. Balance were due for vesting on July 01, 2023. However, all options lapsed due to non-exercise or forfeiture.

As on March 31, 2023, Manish Tandon held NIL Equity Shares of the Company. He held 907,593 Performance Award Units (PAUs)/ESOPs granted under 'Zensar Technologies Limited – Employee Performance Award Unit Plan 2016' (EPAP 2016) which are due for vesting in FY2024, FY2025, FY2026 and FY2027.

The key details of service contracts and notice period are as under:

Name	Service contract(s)/period	Notice period
Ajay Singh Bhutoria, Chief Executive Officer and Managing Director	From January 12, 2021, to December 31, 2022	Three months' notice
Manish Tandon, Chief Executive Officer and Managing Director	5 year(s), commencing from January 23, 2023	

ii. Details of Remuneration to Non-Executive Directors:

Non-Executive Directors are paid sitting fees for attending meetings of the Board/Committee within the limits as prescribed under the Act.

The Nomination and Remuneration Committee (NRC) decides the basis for determining the compensation, to the Non-executive Directors, including Independent Directors, whether as commission or otherwise. The NRC takes into consideration various factors such as director's participation in Board and Committee meetings during the year under review, other responsibilities undertaken, such as membership(s) or chairmanship(s) of Committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Act and SEBI Regulations. The Board determines the compensation to Non-Executive Directors within the overall limits permitted by Members.

The Non-Executive Directors are paid sitting fees as below:

(Amount in INR)

Sr. No	Type of Meeting	Sitting fees per meeting per director
1	Board Meeting	100,000
2	Audit Committee Meeting	50,000
3	Nomination and Remuneration Committee and Sustainability and CSR Committee*	35,000
4	Stakeholder Relationship Committee, Risk Management Committee and M&A Committee**	25,000
5	Banking Committee	5,000

*Sitting fees for Nomination and Remuneration Committee and Sustainability and CSR Committee increased from Rs. 25,000 to Rs. 35,000 w.e.f. August 6, 2022.

** Sitting fees for M&A Committee increased from Rs. 5,000 to Rs. 25,000 w.e.f. August 6, 2022.

The members of the Company at 55th Annual General Meeting of the Company held on August 8, 2018, approved payment of a sum not exceeding 3% per annum of the net profits of the Company for the respective financial year, calculated, *inter-alia*, in accordance with the provisions of Section 198 of the Act as commission to the Non-Executive Directors.

Remuneration of Non-Executive Directors:

(Amount in INR)

Sr. No	Name of the Director	Sitting fees paid during/ for FY 2022-23	Commission paid during 2022-23 for FY 2021-22
1	H. V. Goenka	900,000	31,900,000
2	Anant Vardhan Goenka	610,000	1,200,000
3	Venkatesh Kasturirangan^	970,000	1,200,000
4	A.T. Vaswani	1,950,000	1,200,000
5	Shashank Singh (Marina Holdco (FPI) Ltd.#)	NA	900,000
6	Ketan Dalal	1,200,000	1,200,000
7	Ben Druskin	890,000	-
8	Harsh Mariwala	800,000	1,200,000
9	Arvind Nath Agrawal	1,950,000	1,200,000
10	Radha Rajappa	1,015,000	1,200,000
11	Pravin Udhyavara Bhadya Rao*	600,000	NA
Total		10,885,000	41,200,000

^Ceased to be Director effective from March 31, 2023

*Appointed as Director effective from September 26, 2022

#Ceased to be a Director, effective from close of business hours on December 10, 2021

Anant Vardhan Goenka, is liable to retire by rotation in terms of Section 152 of the Act and being eligible, offers himself for re-appointment. There were no pecuniary relationships or transactions, other than aforesaid remuneration as disclosed in notes to accounts between the Non-Executive Directors and the Company. Details of Related Party Transactions/ Engagements with Non-Executive Non-Independent Directors or with the Firm(s)/Company(ies) where the Non-Executive Directors may have interest form part of Notes to the Financial Statements herein/website of the Company.

C. Performance evaluation of the Board and individual Directors:

Pursuant to the provisions of the Act and SEBI Regulations, the Board has carried out the annual performance evaluation of its own performance, as well as the evaluation of working of its Committees respectively. A structured questionnaire considering inputs received from the Directors including Independent Directors, covering various aspects of Board's functioning such as adequacy of composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligation and governance etc. is used for the purpose. The evaluation of performance of individual Directors, including, Independent Directors, was carried out, *inter-alia*, by the Nomination and Remuneration Committee as per the relevant regulations.

4. Stakeholders Relationship Committee

The Stakeholders Relationship Committee oversees, redressal of investor grievances, transfer/transmission of shares, issue of duplicate shares, recording dematerialisation/rematerialisation of shares and related matters. The roles and responsibilities of the Committee are as prescribed under applicable statutes and as stipulated by the Board of Directors from time to time.

Terms of reference of the Stakeholders Relationship Committee covers the areas as contemplated under Regulation 20 of the Listing Regulations and Section 178 of the Act, besides other terms as referred by the Board of Directors.

During the year under review, the Committee meeting was held on February 27, 2023 wherein Arvind Nath Agrawal and A.T. Vaswani were present and leave of absence was granted to Manish Tandon. Ajay Singh Bhutoria ceased to be a Member w.e.f. December 31, 2022, and Anant Vardhan Goenka appointed as a Member on the same date. Thereafter, Manish Tandon was appointed as a member w.e.f. January 23, 2023, and Anant Vardhan Goenka ceased to be a member on the same date.

A. Status of shareholders complaints/enquiries for FY 2022-23 is set out below:

Nature of Complaint	FY 2022-23	
	Received	Resolved
Non-receipt of DEMAT rejection documents	00	00
Non-receipt of share Certificate	36	36
Non-receipt of Share Certificate after Transfer	02	02
Non-receipt of Dividend Warrant	385	385
NSE-Complaints	00	00
SEBI	05	05
Total	**428**	**428**

There were no pending complaints as on March 31, 2023.

B. Compliance Officer/Address for Communication

Gaurav Tongia
Company Secretary and Compliance Officer,
Zensar Technologies Limited
Zensar Knowledge Park, Kharadi, Plot No. 4, MIDC, Off Nagar Road, Pune 411 014, India.
Phone No. (020) 66074000,
Fax No: (020) 66074433,
Email: investor@zensar.com

5. Sustainability and Corporate Social Responsibility Committee*:

Composition and Meeting Attendance				
Name of Director	Meeting Dates			
	May 5, 2022	August 1, 2022	December 2, 2022	March 13, 2023
Arvind Nath Agrawal	Chairman	Chairman	Chairman	Chairman
A.T. Vaswani	Present	Present	Present	Present
Ajay Singh Bhutoria	Present	X		NA
Anant Vardhan Goenka	NA		Present	NA
Manish Tandon	NA			X

Chairman Present in person or through Audio-Visual Means X Absent

**Board of Directors at its meeting held on May 10, 2022, renamed the Corporate Social Responsibility Committee as Sustainability and Corporate Social Responsibility Committee.*

Ajay Singh Bhutoria ceased to be a Member w.e.f. December 31, 2022. Anant Vardhan Goenka was a member from December 31, 2022 to January 23, 2023. Manish Tandon was a member from January 23, 2023 to May 11, 2023. Further, Anant Vardhan Goenka was appointed as a member effective from May 11, 2023.

The Sustainability and Corporate Social Responsibility Committee oversees, *inter-alia*, corporate social responsibility and other related matters as may be referred by the Board of Directors and discharges the roles as prescribed under Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, ("CSR Rules").

6. Risk Management Committee:

Composition and Meeting Attendance		
Name of Director	Meeting Dates	
	June 20,2022	November 30, 2022
A.T. Vaswani	Chairman	Chairman
Ketan Dalal	Present	Present
Venkatesh Kasturirangan	Present	Present
Arvind Nath Agrawal	Present	Present

Chairman Present in person or through Audio-Visual Means X Absent

Venkatesh Kasturirangan ceased to be a member w.e.f. April 1, 2023.

Terms of reference of the Risk Management Committee covers the areas as contemplated under Regulation 21 of the Listing Regulations and includes formulating a detailed Risk Management Policy, monitoring and reviewing and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred by the Board of Directors from time to time.

7. Banking Committee:

Composition and Meeting Attendance			
Name of Director	Meeting Dates		
	June 28, 2022	October 13, 2022	February 27, 2023
A.T. Vaswani	Chairman	Chairman	Chairman
Arvind Nath Agrawal	Present	Present	Present
Ajay Singh Bhutoria	X		NA
Manish Tandon	NA		X

Chairman Present in person or through Audio-Visual Means X Absent

Ajay Singh Bhutoria ceased to be a member w.e.f. December 31, 2022 and Anant Vardhan Goenka was appointed on the same date. Thereafter, Manish Tandon was appointed w.e.f. January 23, 2023 and Anant Vardhan Goenka ceased to be a member on the same date. Further, Manish Tandon ceased to be a member effective from May 11, 2023.

The Board has constituted the Banking Committee and delegated matters, *inter-alia*, regarding opening and closing of bank accounts in India and abroad, change in signatories to existing bank accounts, review of treasury operations, etc.

8. M&A Committee:

Composition and Meeting Attendance							
	Meeting Dates						
Name of Director	May 6, 2022	June 29, 2022	July 20, 2022	September 6, 2022	September 21, 2022	November 16, 2022	January 24, 2023
Ben Druskin	Chairman	Chairman	Chairman	X	Chairman	Chairman	Chairman
Radha Rajappa	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Present
Anant Vardhan Goenka	NA			Present	Present	Present	Present
Ajay Singh Bhutoria	NA			Present	Present	X	NA
Manish Tandon	NA						Present

Chairman Present in person or through Audio-Visual Means X Absent

Anant Vardhan Goenka and Ajay Singh Bhutoria were appointed as member(s) w.e.f. August 6, 2022. Thereafter, Ajay Singh Bhutoria ceased to be a member w.e.f. December 31, 2022. Manish Tandon was appointed as member w.e.f. January 23, 2023.

M&A Committee in order to *inter-alia*, explore and screen acquisition targets/disposal decisions, holds discussions with domain knowledge experts, reviews the targets on suitable parameters etc.

The details of terms of reference of all the Board Committees are available on the Company's website, at https://www.zensar.com/sites/default/files/Terms-of_reference.pdf

9. Meeting of Independent Directors:

During the year under review, the Independent Directors met on March 23, 2023, *inter-alia*, to discuss matters as prescribed under the Act and Listing Regulations. All the Independent Directors except Venkatesh Kasturirangan were present at the meeting.

10. Code of Conduct:

The Board of Directors of the Company has laid down Code of Conduct for Directors and Senior Management personnel of the Company. This Code of Conduct is available on Company's website www.zensar.com. The Directors and Senior Management have affirmed their compliance with the Code of Conduct for FY 2022-23. A declaration from the Chief Executive Officer and Managing Director confirming the above, is annexed to this report, as Annexure I.

11. Familiarisation Program for Independent Directors:

Periodic familiarisation sessions are held which provide an opportunity to the Independent Directors to interact with the Senior Officials of the Company and understand Company's strategy, business model, operations, service and offerings, markets, organisation structure, finance, human resources etc. Further external experts are also invited to make presentations about business landscape and emerging trends.

The details of the Familiarisation Program are available on Company's website: https://www.zensar.com/sites/default/ files/investor/policies-reports-fillings/Familiarisation-sheet-2022-23.pdf

12. Details of previous Annual General Meetings and special resolutions passed at such Annual General Meetings:

Particulars	Financial Year 2019-20	Financial Year 2020-21	Financial Year 2021-22
Date and Time	September 23, 2020, at 11.00 a.m.	September 28, 2021, at 3.00 p.m.	July 27, 2022, at 3.30 p.m.
	No special resolution was passed in this Meeting.	Approval for payment of Commission to Non-Executive Director(s)	(a) Re-appointment of Ketan Arvind Dalal (DIN: 00003236) as Non-Executive, Independent Director of the Company, not liable to retire by rotation. (b) Re-appointment of Ben Edward Druskin (DIN: 07935711) as Non-Executive, Independent Director of the Company, not liable to retire by rotation. (c) Re-appointment of Harsh Charandas Mariwala (DIN: 00210342) as Non-Executive, Independent Director of the Company, not liable to retire by rotation. (d) Approval for payment of Commission to Non-Executive Director(s)
Venue	Zensar Knowledge Park, Plot # 4, Kharadi MIDC, Off Nagar Road, Pune 411 014*		

**Pursuant to relevant MCA exemptions, the aforesaid AGMs were conducted by way of video conferencing/other audio-visual means.*

Postal ballot:

Pursuant to Section 110 and other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 (the Rules), the Company conducted two postal ballots during the year to obtain approval of its Members on December 23, 2022, and March 18, 2023.

In compliance with Regulation 44 of Listing Regulations and provisions of Section 108, Section 110 of the Act, read with Rule 20 and 22 of the Rules, the Company had offered e-Voting facility to all its Members to exercise their right to vote. For this purpose, the Company had availed the services of KFin Technologies Limited, Company's Registrar and Share Transfer Agent for facilitating e-Voting.

The Company had appointed Sridhar Mudaliar, Partner of SVD & Associates, Company Secretaries, as Scrutiniser for conducting the postal ballot process (which includes e-Voting) in fair and transparent manner.

The results of the postal ballots were declared on December 23, 2022, and March 18, 2023. Special Resolution was declared passed with requisite majority by the Shareholders for the postal ballot dated December 23, 2022. Voting particulars of the said special resolution are as under:

Particulars / Description of item No.	No. of Shares held	No. of Votes Polled	% of Votes Polled	Votes in favour		Votes against	
				No.	%	No.	%
Appointment of Pravin Udhyavara Bhadya Rao (DIN: 06782450) as a Non-Executive, Independent Director of the Company, not liable to retire by rotation.	226,369,144	162,117,786	71.62	162,112,291	99.99	5,495	0.003

The results of the Postal Ballots were placed on the website of the Company at www.zensar.com and were also filed with BSE Limited and National Stock Exchange of India Limited. None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

13. Disclosures

A. Related Party Transactions:

The transactions with the related parties are disclosed *inter-alia*, in the Note No. 28 of notes to standalone Financial Statements in compliance with Accounting Standard 18 relating to "Related Party Disclosures" and the Act read with Rules thereunder and SEBI Regulations. The Board has approved a 'Policy on Related Party Transactions', web link of which forms part of the Board's Report.

B. Statutory Compliance, Penalties and Strictures:

There were no instances of material non-compliance and imposition of strictures or penalties on the Company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital markets during the last three years.

C. Disclosure relating to Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

The Board of Directors has adopted Whistle Blower Policy. All employees of the Company are free to approach the Audit Committee of the Company and none of them has been denied access to the Audit Committee during the year under review. Weblink of the said Whistle Blower Policy forms part of Board's Report.

D. The details of the fees paid to the Statutory Auditors of the Company:

The details of the total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of the Statutory Auditor for FY 2022-23 are as below:

(INR Million)

Particulars	Amount
Fees attributable to Audit by SRBC & CO LLP and network entities	22.72
Fees attributable to other services availed from network entities of SRBC & CO LLP	7.48
Total	**30.20**

E. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all mandatory requirements laid down by SEBI Regulations. Specifically, the Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI Regulations.

F. Confirmation by the Board of Directors' acceptance of recommendation of mandatory committees:

The Board of Directors confirms that during the year under review, it has accepted all recommendations received from its mandatory committees.

14. Means of Communication

Key disseminations	Means
Quarterly, half-yearly and annual consolidated financial results	Widely circulated newspapers such as Financial Express and Loksatta and/or Company's website www.zensar.com
Press meets / Analyst's meets to apprise and disseminate information relating to Company's working and performance. The transcripts of the same are uploaded on the Company's website	

Key disseminations	Means
Official Press releases	
Financial Results and presentations made to institutional investors or Analysts	
Quarterly investor updates	

- Request are sent to shareholders, *inter-alia*, for registering their e-mail IDs, in order to smoothen the communication flow.
- The investors can contact the Company on the e-mail id: investor@zensar.com
- Management discussion and analysis forms part of this Integrated Annual Report.
- The Company as per Green initiatives taken by Ministry of Corporate Affairs, invites the Members to register their e-mail addresses with the Company by following the procedure mentioned in the Notice of AGM, so that all communications including the Notice calling the Annual General Meeting and other General Meeting of the Members along with explanatory statement(s) thereto, Financial Statements, Board's reports, Auditor's Reports etc., can be sent to them in electronic mode.

15. General Shareholder information:

i. **Annual General Meeting:** The Company is conducting this 60th Annual General Meeting (AGM) through VC/OAVM on Thursday, August 10, 2023 at 11:00 AM IST, pursuant to, *inter-alia*, the general circular number 02/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs and circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by SEBI. The detailed instruction(s) for participation and voting at the meeting are available in the notice convening the AGM and on the website of the Company, www.zensar.com

ii. **Financial Year:** April 1 to March 31.

iii. **Record Date:** The Company has fixed Friday, July 21, 2023 as the record date for determination of entitlement for payment of Final Dividend and the AGM.

iv. Dividend payment during FY 2022-23:

Sr. No.	Dividend Payment Details	Interim Dividend FY23	Final Dividend FY22
1	Rate of Dividend Declared	INR 1.50 per equity share of INR 2.00 each	INR 3.50 per equity share of INR 2.00 each
2	Date of Declaration	January 23, 2023	July 27, 2022

v. Financial calendar (tentative and subject to change):

Event	Latest by
Financial reporting for the quarter ending June 30, 2023	August 14, 2023
Financial reporting for the quarter ending September 30, 2023	November 14, 2023
Financial reporting for the quarter ending December 31, 2023	February 14, 2024
Financial reporting for the quarter ending March 31, 2024, along with Audited Annual Accounts for FY23-24	May 30, 2024
61st Annual General Meeting for the year ending March 31, 2024	September 30, 2024

vi. **Listing on Stock Exchanges:** The Company's Equity Shares are listed on the following Stock Exchanges:

a. BSE Limited, Phiroze JeeJeebhoy Towers Dalal Street, Mumbai 400 001 (BSE).

b. National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra – Kurla Complex Bandra (E), Mumbai 400 051 (NSE).

BSE	504067
NSE	ZENSARTECH
ISIN in NSDL and CDSL	INE520A01027

The Company duly pays the listing fees for respective financial years.

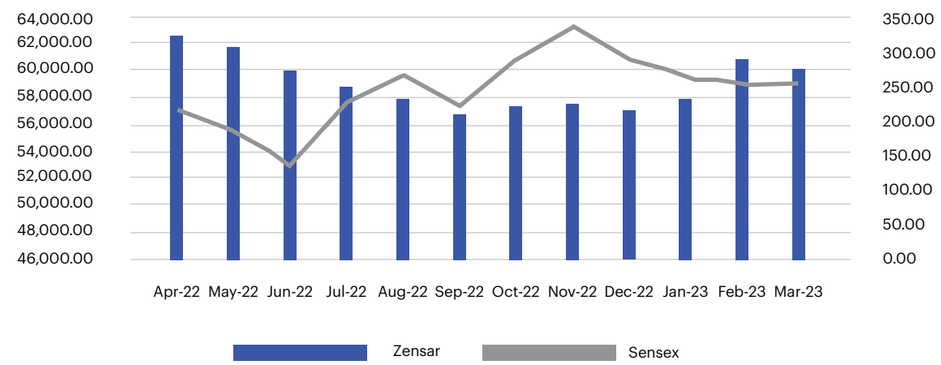
vii. Market Price data:

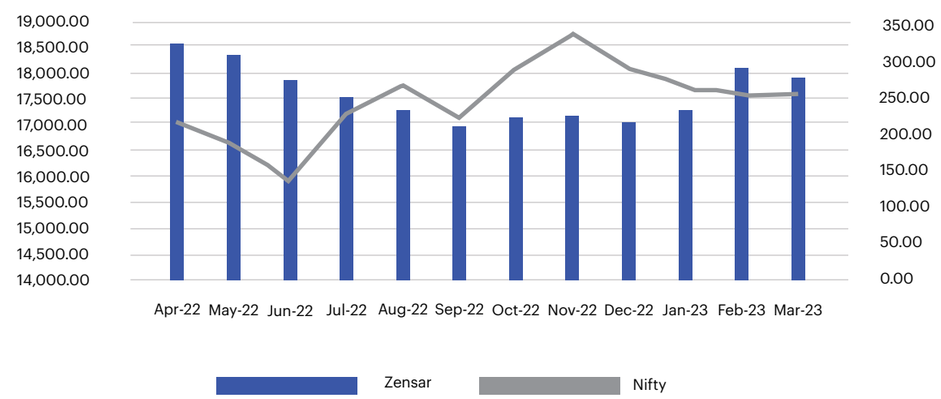
(Amount in INR)

Period	BSE Limited					National Stock Exchange of India Ltd.				
	High	Low	Close	Total Traded Quantity	Sensex	High	Low	Close	Total Traded Quantity	Nifty
Apr-22	394.50	302.55	323.35	1,306,238	57,060.87	336.40	320.25	323.10	15,742,392	17,102.55
May-22	320.95	262.50	305.85	1,907,480	55,566.41	311.65	300.00	305.8	19,624,182	16,584.55
Jun-22	323.50	247.00	272.10	800,512	53,018.94	273.80	268.80	272.10	9,018,238	15,780.25
Jul-22	275.80	245.25	247.55	968,596	57,570.25	252.00	245.95	247.55	11,442,883	17,158.25
Aug-22	255.75	221.65	230.40	10,381,526	59,537.07	232.75	229.25	230.90	31,305,504	17,759.30
Sep-22	246.00	208.35	211.50	3,510,971	57,426.92	212.90	208.00	211.65	21,411,617	17,094.35
Oct-22	229.95	208.80	224.05	1,440,914	60,746.59	226.90	219.85	223.40	15,688,816	18,012.20
Nov-22	225.00	209.60	222.85	2,331,853	63,099.65	224.85	221.20	222.90	11,405,423	18,758.35
Dec-22	247.20	202.00	213.10	2,554,676	60,840.74	219.50	212.20	213.00	23,421,343	18,105.30
Jan-23	238.80	205.55	230.45	2,087,926	59,549.90	232.50	218.55	230.30	29,084,290	17,662.15
Feb-23	308.20	230.55	290.20	6,467,664	58,962.12	296.45	297.05	290.30	65,323,089	17,303.95
Mar-23	293.55	258.85	273.95	1,824,078	58,991.52	278.00	268.00	274.03	25,265,095	17,359.75

Source –: BSE Limited (www.bseindia.com) and The National Stock Exchange of India Ltd. (www.nseindia.com)

The performance chart(s) showing Share Price of the Company in comparison with SENSEX as well as Nifty during FY 2022-23 is as below:





viii. Registrar and Share Transfer Agent (RTA): All shareholders' correspondence may directly be addressed to the RTA, at the address given below: -

KFin Technologies Limited
(Formerly KFin Technologies Private Limited)
Address: Selenium Tower B, Plot No- 31 and 32,
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad 500032, India

The details of the concerned person in KFin Technologies Limited are as under: -

Name	Telephone No.	E-mail ID	Toll Free No.
Kishore Jairam Naik	+91 40 67161571	kishore.jairam@kfintech.com	1800 309 4001

ix. Share Transfer System: In terms of listing regulations, the equity shares of the Company can only be transferred in dematerialised form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e., National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL], within the statutory time limit post receipt of relevant and complete documentation.

The Stakeholders Relationship Committee considers requests for transfers, transmission of shares, issue of duplicate certificates, issue of certificates on split/consolidation/renewal etc. and the same are processed and delivered, if the documents are complete in all respect. In compliance with the SEBI Regulations, these processes are certified by a practicing Company Secretary on a periodic basis.

x. Distribution Schedule:

No. of equity shares held	As on March 31, 2023			
	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	200,922	92.95	15,759,597	6.96
501 - 1000	8,291	3.84	6,431,700	2.84
1001 - 2000	3,752	1.74	5,615,858	2.48
2001 - 3000	1,198	0.55	3,053,892	1.35
3001 - 4000	527	0.24	1,892,706	0.84
4001 - 5000	411	0.19	1,941,763	0.86
5001 - 10000	550	0.25	4,010,406	1.77
10001 and above	506	0.23	187,759,436	82.91
Total	**216,157**	**100.00**	**226,465,358**	**100.00**

xi. Dematerialisation of shares and liquidity: The shares of the Company are in compulsory dematerialised mode. The status of dematerialisation of shares as on March 31, 2023 is as under:

Particulars	No. of Shareholders	% of issued capital
Held in dematerialised form in NSDL	202,955,957	89.62
Held in dematerialised form in CDSL	22,234,486	9.82
Physical including shares pending for listing approval*	1,274,915	0.56
Total	**226,465,358**	**100.00**

*Listing and Trading Approvals in respect of Equity Shares allotted on March 31, 2023 received from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and shares have been listed and admitted for trading with effect from April 20, 2023.

xii. Shareholding Pattern:

No. of equity Shares held	As on March 31, 2023			
	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Promoters	16	0.01	111,443,270	49.21
Mutual Funds, Financial Institutions/ Banks, Alternate Investment Funds, Insurance Companies, FIIs, Foreign Portfolio Investors, NBFCs registered with RBI	152	0.07	59,605,688	26.32
Individual Shareholders	208,935	96.72	44,742,371	19.58
Bodies Corporate	833	0.39	5,516,137	2.44
NRI's and Overseas Corporate Bodies	3,536	1.64	2,316,342	1.20
IEPF	1	0.00	1,143,169	0.50
Public Others	2,557	1.18	1,698,381	0.75
Total	**216,030**	**100.00**	**226,465,358**	**100**

xiii. Outstanding GDRs/ADRs/Warrants/ESOPs or any Convertible instruments:

As of March 31, 2023, the Company does not have any outstanding convertible instruments, which are likely to have an impact on the equity of the Company except Stock Options granted under, the 2002 Employees Stock Option Scheme, the 2006 Employees Stock Option Scheme and Employee Performance Award Unit Plan, 2016, details of which have been disclosed in the Board's Report.

xiv. Commodity Price Risk, Foreign exchange risks and hedging activities:

The Company does not have any exposure to commodity price risk. Further, the Company manages the foreign exchange risk as per the Board approved policy. The foreign exchange and hedging details form part of the Notes to Financial Statements.

xv. Credit Rating:

ICRA has reaffirmed the credit rating of A1+ for short term and AA+ for long term. As on March 31, 2023, there are no outstanding borrowing(s), by the Company.

xvi. Secretarial Standards issued by the Institute of Company Secretaries of India:

The Company complies with the mandatory Secretarial Standards, as applicable.

xvii. Nomination:

Members can avail of nomination facility. Blank nomination forms are available on the website of the Company https://www.zensar.com/about/investors/investors-relation?result=Notices#Shareholder-Information

xviii. All policies and codes as required to be disclosed are available on the website of the Company, *inter-alia*, on the following link: https://www.zensar.com/investor/corporate-governance

xix. Other Shareholders related information:

Provision of the Listing Regulations with respect to Unclaimed Shares

Regulation 39(4) of Listing Regulations read with Schedule VI related to the manner of dealing with Unclaimed Shares, requires Companies to dematerialise such shares which have been returned as "Undelivered" by the postal authorities and hold these shares in an "Unclaimed Suspense Account" to be opened with either one of the Depositories viz. NSDL or CDSL. All corporate benefits on such shares viz. bonus, dividends etc. shall be credited to the unclaimed suspense account, for a period of seven years and thereafter be transferred in accordance with the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules) read with Section 124(6) of the Act.

Disclosure with respect to shares lying in suspense account:

Particulars	No. of Shareholders	No. of Shares
(i) Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year i.e. as on 01-04-2022	165	59,915
(ii) Number of shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year.	NIL	NIL
(iii) Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	NIL	NIL
(iv) No. of Shares transferred to IEPF Authority Demat A/C during the year	16	7,235
(v) Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. as on March 31, 2023	149	52,680

The voting rights on these shares shall remain frozen till the time rightful owner of such shares claims the shares.

16. Disclosures as per Clause C of Schedule V of Listing Regulations:

A. Web link for policy for determining 'material' subsidiaries: https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Policy_on_Material_Subsidiaries_0.pdf

B. The details of the operational business locations in India are as below:

Sr. No.	Location
1	Plot #4, MIDC, Off Nagar Road, Zensar Knowledge Park, Kharadi, Pune 411 014, Maharashtra, India
2	2nd Floor, Wing 2, Cluster C, Eon Free Zone, S. No. 77, Plot No.1, Kharadi, Pune - 411 014, Maharashtra, India
3	1st Floor, Wing 2, Cluster C, Eon Free Zone, S. No. 77, Plot No.1, Kharadi, Pune - 411 014, Maharashtra, India
4	EON Phase II 4th Floor in Tower B of EON SEZ Phase II, S. No.72/2/1, Kharadi, Pune - 411 014, Maharashtra, India
5	EON Cluster E 1st floor, SEZ Unit, 1st Floor, Wing 2 Cluster Eon Free Zone, S. No. 77, Plot No.1, Kharadi, Pune - 411 014, Maharashtra, India
6	4th Floor, E PARK, South Tower, Plot No. 3 /1, Zensar Knowledge Park, MIDC, Kharadi, Pune, Maharashtra, India
7	2nd Floor, Magnet House, Narottam Morarjee Marg, Ballard Estate, Mumbai – 400 001, India
8	RMZ Ecoworld Infrastructure Pvt Ltd RMZ Ecoworld Campus SEZ, Plot A, Campus 4C, 1st Floor, Bhoganahalli Village, Sarjapur Outer Ring Road Devarabeesanahalli, Bengaluru – 560 103 (RMZ 2)
9	RMZ Ecoworld Infrastructure Pvt Ltd RMZ Ecoworld Campus SEZ, Plot A, Campus 4C, Unit 101, 1st Floor, Bhoganahalli Village, Sarjapur Outer Ring Road Devarabeesanahalli, Bengaluru – 560 103 (RMZ 3)
10	Cessna Office Cessna Business Park, SEZ, Building 11, 2nd Floor Kadubeesnahalli Village, Varthur Hobli Outer Ring Road Bengaluru East Taluk, Bengaluru 560 087
11	Hyderabad DLF Office Part of 1st Floor, Block 3, DLF Assets Pvt Ltd, DLF Cyber City, Gachibowli Village, Serilingampalli Mandal, Hyderabad 500 019, Telangana, India
12	11th Floor, Infinity IT Lagoon: Plot – E2-2/1, Block – EP and GP, Sector - V, Salt Lake, Kolkata-700 091

C. Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Board's Report.

D. Disclosure by listed entity and its subsidiaries of Loans and advances in the nature of loans to firms/companies in which directors are interested, if any, forms part of notes to accounts.

E. Details of material subsidiaries of the listed entity including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

Name of Material Subsidiary	Date of incorporation	Place of incorporation	Name of Statutory Auditor	Date of appointment of Statutory Auditor
Zensar Technologies Inc. USA	July 2, 1991	California	Not applicable	
Zensar Technologies (UK) Limited, UK	October 30, 2002	England and Wales	Eacotts International Limited	July 28, 2022
Zensar (South Africa) (Pty) Ltd, South Africa	October 18, 2013	South Africa	Ernst and Young Incorporated	September 7, 2022

F. A Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed with this report as Annexure II;

G. Compliance certificate from Practicing Company secretaries regarding compliance of conditions of corporate governance is annexed with this report as Annexure III.

CEO AND CFO CERTIFICATION

We, Manish Tandon, CEO and Managing Director and Sachin Zute, Chief Financial Officer of Zensar Technologies Limited, in terms of Regulation 17(8) of Listing Regulations read with part B of schedule II, hereby certify to the Board that:

a) We have reviewed Financial Statements and Cash flow statements for the Financial Year ended March 31, 2023, and that to the best of our knowledge and belief:

   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

   ii. These statements together present a true and fair view of the Company's affairs and are in accordance with existing accounting standards, applicable laws, and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year under review which are fraudulent, illegal, or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee:

   i. Significant changes in internal control over financial reporting during the year under review.

   ii. Significant changes in accounting policies during the year under review and that the same have been disclosed the notes to the financial statements; and

   iii. Instances of significant fraud of which we have become aware of and the involvement therein, if any, of the management or an employee having significant role in Company's internal control system over financial reporting.

Manish Tandon
CEO and Managing Director

Date: May 11, 2023
Place: Mumbai

Sachin Zute
Chief Financial Officer

Date: May 11, 2023
Place: Mumbai

ANNEXURE I

CODE OF CONDUCT

The Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management of the Company in terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Code of Conduct is uploaded at Company's website.

I hereby confirm that the Company has obtained from all members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Conduct for the FY 2022-23.

Date: May 11, 2023
Place: Mumbai

Manish Tandon
CEO and Managing Director

ANNEXURE II

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Zensar Technologies Limited
Zensar Knowledge Park Plot No.4,
Kharadi MIDC off Nagar Road,
Pune - 411014

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Zensar Technologies Limited (hereinafter referred to as 'the Company'), having CIN – L72200PN1963PLC012621 and having registered office at Zensar Knowledge Park Plot No.4, Kharadi MIDC off Nagar Road, Pune - 411014, produced before us by the Company on email for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such other Statutory Authority

Sr. No	Name of Director	DIN	Date of appointment as Director/ Independent Director in the Company
1	Harsh Vardhan Goenka	00026726	04/09/2001
2	*Ajay Singh Bhutoria	09013862	12/01/2021
3	Ajit Tekchand Vaswani	00057953	01/04/2015
4	Arvind Nath Agrawal	00193566	01/05/2019
5	# Venkatesh Kasturirangan	00804869	01/04/2015
6	Ketan Arvind Dalal	00003236	03/11/2017
7	Ben Edward Druskin	07935711	03/11/2017
8	Harsh Charandas Mariwala	00210342	18/01/2018
9	Anant Vardhan Goenka	02089850	21/01/2019
10	Rajappa Radha	08530439	06/08/2019
11	Pravin Udhyavara Bhadya Rao	06782450	26/09/2022
12	Manish Tandon	07559939	23/01/2023

Notes:-

*Mr. Ajay Singh Bhutoria, CEO and Managing Director of the Company holding DIN: 09013862, has resigned with effect from December 31, 2022.

Mr. Venkatesh Kasturirangan, Non-Executive Independent director of the Company holding DIN: 00804869, has resigned with effect from March 31, 2023.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SVD & Associates**
Company Secretaries

Sridhar Mudaliar
Partner
FCS No: 6156
C P No: 2664

Place: Pune
Date: May 11, 2023

Peer Review No.: P2013MH075200
UDIN: F006156E000282905

Note:
We have relied on the documents and evidences provided by electronic mode, for the purpose of issuing this certificate.

ANNEXURE III

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE

To,
The Members,
Zensar Technologies Limited

We have examined the compliance of conditions of Corporate Governance by Zensar Technologies Limited (hereinafter referred "the Company"), for the year ended on March 31, 2023 as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

We further state that, this certificate is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SVD & Associates**
Company Secretaries

Sridhar Mudaliar
Partner
FCS No: 6156
CP No: 2664

Place: Pune
Date: May 11, 2023

Peer Review No: P2013MH075200
UDIN: F006156E000283061

Note:
We have relied on the documents and evidences provided by electronic mode, for the purpose of issuing this certificate.

Annexure C to the Board's Report

Management Discussion and Analysis

Economy overview

Global economy

The world witnessed a remarkable recovery from the pandemic during FY 2022-23. However, sticky inflation, geopolitical tensions and recent financial sector turmoil have impacted economic growth.

Global inflation is moderating and is projected to decelerate from 8.8% in 2022 to 6.6% by end of 2023 and 4.3% in 2024 as per IMF World Economic Outlook, January 2023. This is expected to restore growth oriented monetary and fiscal stance in due course, resulting in a more normalized global growth and outlook.

Review of key market economies

United States

Inflation and financial uncertainties resulted in a considerable slowdown in the economy, with GDP growth rate at 2.1% [1] and unemployment rising above 5% in CY 2022. However, there is optimism for a rebound in CY 2023 and CY 2024, as inflation settles to 2% by the end of CY 2023. [2]

Euro area

The Eurozone economy is estimated to have grown 3.5% in CY 2022, slowing down from later part of the year. The region is expected to grow at 0.8% in CY 2023.

South Africa

South Africa GDP grew by ~2.5 % during CY 2022, which is expected to decline to ~1.4% per annum over the 2023-25 period. Inflation is expected to fall back within the South African Reserve Bank's target range of 3-6% in the latter half of CY 2023.

Indian economy

India's economy demonstrated a fair degree of resilience to global headwinds in FY2022-23, remaining one of the fastest-growing major economies in the world, with GDP growth of~7.2% [3].

A conducive domestic policy environment and the Government's focus on structural reforms have kept India's economic activity robust despite the gloomy global outlook. A combination of rising disposable income, easy availability of credit and moderate increase in interest rates due to the stabilizing inflation trajectory will bode well for economic growth going forward.

Industry overview

Global technology industry

The global technology sector continues to witness growth driven by digital transformation, advances in cloud computing, cyber security, automation, AI, ML and IoT.

According to Gartner, worldwide IT spending is expected to reach USD 4.6 trillion in 2023, marking a 5.5% increase from the previous year. While consumer purchasing power is being eroded by inflation, resulting in a decrease in device spending, enterprise IT spending is anticipated to stay robust.[4] Businesses are likely to increasingly rely on technology to scale automated services, streamline supply chains, enhance cyber resilience, and achieve sustainability goals.

Indian technology industry

Indian technology industry is estimated to have touched USD 245 billion in FY2022-23, an increase of 8.4% from the previous financial year.[5] India's IT exports are estimated at USD 194 billion, growing at ~9.4% in reported currency and ~11.4% in constant currency terms. Domestic IT sector has grown ~4.9% y-o-y to reach USD 51 billion. The sector is estimated to have added 2.9 lakh people to the workforce in FY2022-23.

Accelerated innovation and transformation are being supported by various factors, including a rise in hybrid work modes, and reduced overhead expenses when compared to operations in Tier I cities. Digitalisation is also gaining momentum, with the technology industry seeing a 32-34% share of digital revenues in their total revenue mix and an estimated 2 million digitally competent professionals.

India has a robust digital infrastructure for telecom and is poised to benefit from the new 5G connections. With

[1] IMF World Economic Outlook, April 2023

[2] https://www.mckinsey.com/capabilities/strategy-and-corporate-finance/our-insights/global-economics-intelligence-executive-summary-february-2023

[3] https://pib.gov.in/PressReleseDetailm.aspx?PRID=1928682#:~:text=The%20growth%20in%20real%20GDP,growth%20rate%20of%2016.1%20percent

[4] https://www.gartner.com/en/newsroom/press-releases/2023-04-06-gartner-forecasts-worldwide-it-spending-to-grow-5-percent-in-2023

[5] NASSCOM report 2023 - Technology Sector in India

investments in these sectors growing at a 31% CAGR, the country is set to benefit from increased opportunities owing to innovation from numerous start-ups.[6]

Key highlights of NASSCOM CEO Survey insights

Highlights	Outcomes
Growth areas Emergence of new business models with the growing prominence of Indian start-ups from Tier II and Tier III cities.	**Prominence of new-age technology** The development of world-class digital products and the prominence of cloud computing, AI, and ML.
Upskilling and reskilling Concentration on the development of key capabilities for both existing and new employees.	**Continuous learning and development** 79% of leaders agree that retraining an existing employee is less expensive than hiring a replacement.
Cyber security, Cloud, and AI Top priority for the industry is to develop advanced digital solutions.	**Growing digital adoption** 80%-85% of cyber security sales are generated by international clients, and 15%–16% are generated domestically (in India).
Digital transformations In FY2022-23, the focus remained on digital transformation, developing capacity and resilience, improving cost efficiency, and meeting process optimisation requirements.	**Enhancing operational efficiency** World-class SaaS products are being developed. Also, there is greater emphasis on ER&D and the evolution of e-commerce platforms.
Embracing technology Volatility and business resilience will coexist, but businesses and individuals can position themselves for success in the years to come by accepting the 'no-normal future' and proactively adapting to it.	**Ensuring agility** While adapting to new technological trends, it is essential to embrace change to ensure business agility.

[6]NASSCOM report 2023 - Technology Sector in India

Company overview

Zensar Technologies is a global IT services and solutions provider headquartered in Pune, India and following are the key services being offered:

Experience services
- Experience design
- Experience engineering
- Brand, content and creative

Advance engineering services
- Cloud strategy and operating model
- Digital engineering
- Cloud transformation and operations

Data engineering and analytics
- AI and ML services
- Automation
- Visualisation and analytics
- Data engineering

Application services
- Application management
- Quality engineering
- Oracle services
- Salesforce services
- SAP services

Foundation services
- Digital operations
- Digital workplace
- Digital security
- Digital experience management
- Digital infrastructure

Further details are provided in the Integrated Report section of this Annual Report.

Operational overview

Despite the uncertainties in target markets, Zensar's Europe region saw a constant currency growth of ~20% YoY, Africa grew by ~18.3% and US reported a ~6.5% YoY growth. This growth is a testament to strong relationships with our clients.

ERM Section

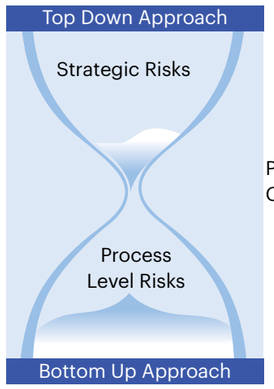
Introduction

To safeguard the organisation's strategic objectives and operational endeavours, Zensar has established a robust Enterprise Risk Management (ERM) program through which risks are assessed and managed at various levels in the organisation with a Top-down and Bottom-up approach covering the Enterprise, Business units, Geographies and Functions. The ERM program covers compliance with applicable government and regulatory requirements, and potential risk areas in various economic, social, and industrial environments Zensar operates in. The ERM framework encompasses the risks that the organisation is facing under different categories, such as Strategic, Operational/Cyber security, Financial, Compliance/Regulatory, and ESG, with each of these categories having internal/external dimensions. Systematic and proactive identification of risks and mitigations thereof enable effective and timely decision-making.

Key Components of ERM Framework

The Company has adopted an integrated ERM Framework that is being implemented across the organisation by the Chief Risk Officer and ERM team.

Approach and Methodology



Preparation of Comprehensive Risk List

Risk Framework And Model

Market — Risks related to **market strategy**, **competition, differentiation**, and **existence of a viable market**

Customer — Risks related to **customer acquisition strategies**, **retention and wallet share**, concentration and ability to **penetrate newer accounts and geographies**

Technology — Risk related to **Emerging Technologies** and technology **disruptions**

External — Risk related to **geography**, **Regulations, Compliances, Currency** and **Economy**

Human Capital — Risk related to **attracting resources in niche technologies, attrition** and **loss of knowledge**

Risk Classification

Strategic — Operational/Cyber security — Financial — Compliance/Regulatory — ESG

Approach and Methodology

Risk governance processes include identification, prioritisation, monitoring and reporting of risks identified at the various levels of organisation, business units, functions, and geographies. The Risk Governance model is regularly updated based on our interactions with internal and external sources, including experts in the risk advisory domain, to ensure that the model aligns with the achievement of strategic objectives of the organisation.

Periodic updates of Enterprise Risks based on monitoring process

Interviews/workshops for Risk identification

Finalisation of top Enterprise Risks and suggested actions with action owners

Monitoring developed mitigation plans through Key Risk Indicators

Detailed stakeholder discussions and sessions with BU workgroups on Risks and Mitigation measures

Risk Assessment

The Risks are calculated based on their impacts and probabilities. Using a combination of Risk Impact from insignificant to catastrophic, and risk probability ranging from rare to almost certain, a Risk Score is deduced which helps identify if the Risk Rating is Low, Medium, or High. The Risk scores are then used to arrive at a Risk Prioritisation matrix, which guides the allocation of time and resources towards risk mitigation.

Risk governance

A multi-level governance structure has been established by the Enterprise Risk Management (ERM) team, which ensures monitoring, reporting and mitigation of risks. The ERM program is headed by the Chief Risk Officer (CRO), who ensures that the function executes its primary responsibilities of formulation and deployment of risk management policies and procedures. In terms of reporting, the function provides quarterly updates to the Risk Management Council and periodic updates to the Board Risk Management Committee on risks which impact key business objectives, with an insight into their mitigations. Also, ad-hoc updates may be provided in case of any emerging risks and change in internal/ external factors influencing risk assessment.

Enterprise Level Risk Register

The ERM function has defined and implemented a detailed Risk Register with risks defined at Organisational, Business Unit, Functional and Regional levels, which enables risk-based decision making and reviews by various stakeholders in the Risk management process.

Risk Categories

Strategic: Risks arising out of strategy definition and successful execution of these strategies are covered in this category. For example, risks associated with the choice of the target markets, the Company's market offerings and business models. Details of the Company's strategy are described in other sections of the Integrated Annual Report.

Operational/Cyber security: Risks arising out of internal and external factors affecting policies, procedures, people, and systems, thereby impacting service delivery. These also include potential risks arising out of breach of Company's network and possible impact on its operations, including risks of cyber attacks and data privacy breaches.

Compliance/Regulatory: Risks arising from potential litigations, violations to laws, regulations, and major regulatory/geopolitical changes. Also includes Reputational Risks, which are likely to affect brand or reputation due to non-ethical behaviours.

Financial: Risks related to financial liquidity, currency fluctuation and capital management.

ESG: Risks related to business impact due to mismatch in approach versus implementation of sustainability initiatives linked to climate changes, alignment with stakeholders, and regulatory reporting compliances.

Risk Management

Listed below are some of the key risks, anticipated impact, and mitigations:

Key Risk	Impact on Organisation	Mitigations
Risk of talent availability, attrition skilling and re-skilling	Unavailability of timely and requisite skilled talent hampers the organisation's vision of meeting customer requirements. Delay in arresting this may impact the quality of customer services and subsequently the revenue stream.	• Accelerated Freshers program focused towards organic talent build • Experiential training framework focussed on faster deployment • Fresher absorption enabling practices • Cross pollination and rotation
High dependency on certain key customers and sectors	With high dependency on limited number of clients, revenue growth may not be sustainable and a change in customer's strategy would have a far-reaching impact on revenue, margin, and market share.	• Focussed approach for strategic account identification and planned growth momentum to address business concentration in limited accounts. Ensure revenue spread across customers with defined growth criteria.

Key Risk	Impact on Organisation	Mitigations
Inability to retain customers and expand business in existing portfolio	Loss of existing customers impacts the revenue of the company as well as creates reputational impact due to loss of long-term strategic relationships.	• Account level focus with Key Account Management design to identify business opportunities and regular review cadence. Awareness of customer's Business and IT roadmap with agile digital transformation solution offerings to help Customer's business growth.
Loss of business and reputation due to violation of data security and privacy (Cyber security)	Customer data security and privacy remains a major objective for Zensar. In addition to impact on business operations, violation or security breach could result in reputational damage, penalties, legal and financial liabilities.	• Ongoing implementation and maintenance of industry best practices, data security and data privacy management system. • Detailed programs for employee awareness across the organisation for Information Security and Data Privacy requirements. • Vulnerability Assessment and Penetration Testing in place for IT infrastructure and applications to strengthen overall cyber security posturing.
Risk of business obsolescence due to frequent changes in technology and business models	Rapidly evolving technologies and consumption patterns are giving rise to new business models, hence increasing the demand on the Company's agility to keep pace with the changing customer expectations. Failure to cope may result in loss of market share and impact business growth.	• Investment in building integrated competency model for emerging/ digital technologies through reskilling and external hiring. • Building a strong partner ecosystem and making strategic acquisitions in the areas of new-generation technologies.
Risk of loss of revenue and market share due to damage to Company's reputation	Reputational risk due to ethical and behavioural issues, fraudulent activities, sexual misbehaviour/harassment - especially by senior management, and misinterpretation of facts with malicious intent by external entities. Such reputational impact may result in business loss, losing customer trust, and negative impact on talent attraction index.	• Create awareness on ethical code of conduct and compliance requirements through communication and trainings across regions. • Mechanisms in place to address stakeholder concerns in case of unfortunate event and enable immediate corrective action to contain the damage.
Risk of regulatory non-compliance in absence of defined framework across geographies	The fast pace of change in the regulatory environment creates operation challenges, and failure to comply, may lead to penalties or revocation of permission to do business in a territory or geography.	• Deployment of global compliance program to monitor compliance and take necessary actions to mitigate risk with assistance from professional experts. • Implementation of global compliance tool through which organisation level compliance is tracked

Key Risk	Impact on Organisation	Mitigations
Risk of business disruption due to natural and people-made disasters	Impact on operations of the Company business as well as Customer business. Customer technology spend may get affected due to adverse impact on business growth, and uncontrolled peaks in operational costs.	• Business Continuity Plan(s) in place for all major natural and people-made disasters, with well-defined roles and responsibilities, and periodic training protocols for identified associates. • Crisis Management framework in place for addressing natural/man-made risks, with well-defined roles and responsibilities including Regional Emergency Response teams. • Mechanism for post disaster support to affected associate(s), immediate plan for restoring any losses to physical and/ or intellectual property(ies).
Risk of non-adherence to Environmental, Social and Governance norms	Not able to attain required level of maturity in sustainable business practices and time bound positive impact on defined ESG goals in line with stakeholder expectations	• Defined long term ESG goals for the organisation • Tracking progress against defined metrics • Alignment with internal and external stakeholders for sustainability initiatives and long-term goals.

Geo Political risk

In view of current geo-political unrest in some regions, we are cognizant of the potential risks and the importance of customer service continuity. The Company has delivery capabilities from not only India, but several European countries, the United States, South Africa, Colombia, Canada and Mexico. Hence, it has flexibility to accommodate movement of work to remain compliant with applicable laws and sanctions regimes. The Company continues to monitor related legal, and compliance matters to mitigate risk and to ensure business continuity.

Financial Section

Zensar's consistent performance in a highly competitive environment reflects its ability to continuously create solutions to serve customer aspirations.

REVENUE

Revenue for the year ended March 31, 2023, is as under:

BY SEGMENTS

INR Million

SEGMENT	2022-23	2021-22
Digital and Application Services	39,445	35,415
Digital Foundation Services	9,037	7,023
Total	**48,482**	**42,438**

BY GEOGRAPHY

INR Million

Geography	2022-23	2021-22
United States of America	34,273	29,910
Europe	8,718	7,581
Rest of the World	5,491	4,947
Total	**48,482**	**42,438**

OTHER INCOME

Other Income comprises dividends from mutual fund investments, interest on bank deposits, profit on sale of investments, net gain on financial assets mandatorily measured at fair value, interest on security deposit, net foreign exchange gain and loss on share buyback liability, etc. Other income during the current year was INR 1,028 million as against INR 1,377 million in the previous year.

SHARE CAPITAL

During the year, Company has allotted total 263,887 equity shares fully paid up of INR 2 each. Out of these, 2,500 equity shares were allotted under "2002 Employees Stock Option Scheme", 67,790 numbers of equity shares were allotted under "2006 Employees Stock Option Scheme" and 193,597 numbers of equity shares were allotted under "Employee Performance Award Unit Plan, 2016"

RESERVES AND SURPLUS

The Company's Reserves and Surplus as on March 31, 2023, were INR 28,531 million as against INR 26,140 million in 2021-22.

The Company's Other Reserves as on March 31, 2023, were INR 778 million as against INR 277 million in 2021-22.

NON-CURRENT BORROWINGS

As of March 31, 2023, Non-current (long-term) borrowings were Nil (Previous year: Nil).

The portion of current maturities of long-term loan amounting to Nil (Previous year: Nil) which is payable within twelve months, is shown under Other financial Liabilities.

CURRENT BORROWINGS

As of March 31, 2023, Current borrowings (Short term) borrowings is Nil. Previous year ended March 31, 2022, it was Nil.

FIXED ASSETS

During the year there is an addition of INR 319 million in Gross Block of Tangible Fixed Assets and addition of INR 8 million in Gross Block of Intangible Assets.

RETURN ON CAPITAL EMPLOYED

The return on capital employed (ROCE) for the year 2022-23 is 24.7%.

DEBTORS

The position of outstanding debtors was:

INR Million

Particulars	As at March 31, 2023	As at March 31, 2022
Considered Good	7,298	7,967
Credit Impaired	233	230
Allowances for Credit loss	(233)	(230)
Total Receivables	**7,298**	**7,967**

CASH AND BANK BALANCES

The Cash and Bank Balances represent the Company's balances in banks in India and overseas. The Company also retains funds in the Exchange Earners Foreign Currency (EEFC) account in India, which is mainly used to meet the remittance requirements of the Company's branches and for travel purposes. The Company possessed cash and bank balances (India and overseas excluding unpaid dividend) of INR 4,744 million as on March 31, 2023.

OTHER CURRENT ASSETS

Other Current Assets of INR 1,238 million (Previous year: INR 1,825 million) consist mainly of unbilled revenue, prepaid expenses, advances to suppliers and statutory receivables as on March 31, 2023.

OTHER CURRENT FINANCIAL ASSETS

The Other Current Financial Assets comprise unbilled revenue, foreign exchange forward contracts and security deposits amounting to INR 2,859 million (Previous Year: INR 2,631 million) as on March 31, 2023.

OTHER CURRENT LIABILITIES

Other Current liabilities amounting to INR 1,828 million (Previous year INR 1,211 million) represent mainly payments due to unearned revenue, employee contributions towards provident and pension fund, statutory taxes.

TAX EXPENSE

The Company's income-tax expense is INR 1,165 million (Previous year INR 1,525 million).

CONTINGENT LIABILITIES

Contingent Liabilities have been disclosed in Note 31 in the "Consolidated Financial Statement - Notes to the Accounts".

Accounting principles consistently used in the preparation of financial statements are also consistently applied to record income and expenditure in individual segments.

KEY RATIOS

INR Million

Particulars	FY 2022-23	FY 2021-22	Reason for Deviation (if more than 25%)
Revenue	48,482	42,438	-
EBITDA	5,522	6,565	-
Operating Profit Margin	11.4%	15.5%	Increase in operating cost
Net Profit Margin	6.8%	9.9%	Increase in operating cost and decline in other income
Return on Net Worth	11.0%	15.5%	Decline in net profit
EPS (Basic)	14.5	18.4	-
EPS (Diluted)	14.4	18.3	-
Debtor Turnover Ratio	6.4	6.1	-
Interest coverage Ratio	16.9	17.3	-
Current ratio	2.7	2.7	-
Debt Equity Ratio	0.0	0.0	-

Human Resources (HR)

HR digitalisation

Zensar prioritises enhancing the capabilities of its dynamic workforce by investing in upskilling and cross-skilling programs and digital initiatives. The Company solicits real-time feedback from its people to streamline workflows and ensure data accuracy. Additionally, it offers multi-channel digital delivery for HR processes and includes wellness goals in its performance management process to prioritize associate well-being. To personalize the process, it leverages HR data analytics in key process designs to create digital offerings that cater to various associate cohorts.

Happiness framework and council

Every year, the Company creates a diverse 'Happiness Global Council' to review current programs and policies aimed at increasing happiness and engagement. The initiatives undertaken in FY2022-23 included informal connections, LGBTQ+ insurance, gender sensitisation, and tech talent development. Pride and Purpose and Appreciation Week were included as new celebrations. Additionally, policies such as financial literacy for women, CHARM, and charity donations were implemented.

Diversity and Inclusion

Zensar is an equal-opportunity employer that values diversity and has zero tolerance for harassment and discrimination. The Company is a signatory member of the UN Global Compact Network and prioritises sustainability principles. It has a global diversity and inclusion council and a diversity and inclusion centre of excellence to promote relevant initiatives, such as 30% gender diversity target, gender sensitisation programs for managers, and a focus on non-discrimination in all people processes. It also has programs for women returning from career breaks, maternity leaves, and wellness initiatives, along with a 'Womentoring' program.

Cautionary Statement

This document contains statements about expected future events and the financial and operating results of Zensar Technologies Limited that are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications, and risk factors referred to, *inter-alia*, in the management's discussion and analysis report hereunder.

For and on behalf of the Board of Directors

Place: Mumbai
Dated: May 11, 2023

H. V. Goenka
Chairman

Annexure D to the Board's Report

Business Responsibility and Sustainability Reporting (BRSR)

Section A: General disclosures

1. Details of the listed entity

Corporate Identity Number (CIN) of the Listed Entity	L72200PN1963PLC012621
Name of the Listed Entity	Zensar Technologies Limited
Year of incorporation	29/03/1963
Registered office address	Zensar Knowledge Park Kharadi Plot No.4 MIDC Off Nagar Road Pune MH 411014 In
Corporate address	Zensar Knowledge Park Kharadi Plot No.4 MIDC Off Nagar Road Pune MH 411014 In
E-mail	CompanySecretarial@zensar.com
Telephone	020-66057500
Website	www.zensar.com
Financial year for which reporting is being done	2022-23
Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Ltd.
Paid-up Capital	INR. 452,930,716
Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Shubha Kumar Contact details: 020-66325090 email - sustainability@zensar.com
Reporting boundary Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures made in this report are on standalone basis and pertain only to "Zensar Technologies Limited", unless otherwise stated.

2. Products/services

Details of business activities (accounting for 90% of the turnover):

S. no.	Description of main activity	Description of business activity	% of turnover of the entity (FY23)
1	IT Services	The Company is engaged in providing a complete range of IT Services and Solutions. The Company's industry expertise spans across Manufacturing, Retail, Media, Banking, Insurance, Healthcare and Utilities. The Company earns revenue primarily from software development, maintenance of software/hardware and related services, and sale of software licenses.	100%

3. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. no.	Product/Service	NIC Code	% of total turnover contributed
1	Digital and Application Services	62013	82%
2	Digital Foundation Services		18%

4. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	-	12	12
International	-	25	25

5. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	5
International (No. of Countries)	14

b. What is the contribution of exports as a percentage of the total turnover of the entity?

99%

c. A brief on types of customers

Zensar is a renowned technology solutions company serving more than 148 clients across the globe. We work with esteemed Fortune 2000 firms across industries such as banking and financial services, insurance, hi-tech, manufacturing, retail, healthcare, and utilities. To enhance customer experiences, reduce cost of operations and advance digital transformation, these customers often have complex IT infrastructures and require specialized services. Additionally, we collaborate with mid-sized businesses that need scalable, affordable solutions for areas like application development and maintenance, infrastructure management, and data analytics.

We partner with technology companies, including Independent Software Vendors (ISVs), hyperscalers, and product development firms for new solutions and technologies. We also work with public sector organisations, including government agencies, to deliver IT solutions and services that help streamline operations, improve citizen services, and enhance data security.

We have a global presence and serve customers across different regions, including North America, Europe, South Africa, and Southeast Asia. Overall, our customer base is diverse, spanning across industries and geographies. The company focuses on understanding each customer's unique needs and delivering tailored IT solutions and services

6. Employees

Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	7797	5356	68.69%	2441	31.31%
2.	Other than Permanent (E)	61	47	77.04%	14	22.95%
3.	**Total employees (D + E)**	**7858**	**5403**	**68.75%**	**2455**	**31.25%**
***WORKERS**						
4.	Permanent (F)	NA	NA	NA	NA	NA
5.	Other than Permanent (G)	NA	NA	NA	NA	NA
6.	**Total workers (F + G)**	**NA**	**NA**	**NA**	**NA**	**NA**

*The Company does not have any workers as defined in the BRSR Guidance Note.

b. Differently abled Employees and workers

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	12	12	100%	0	0
2.	Other than Permanent (E)	NA	NA	NA	NA	NA
3.	**Total differently abled employees (D + E)**	12	**12**	**100%**	**0**	**0**
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	NA	NA	NA	NA	NA
5.	Other than permanent (G)	NA	NA	NA	NA	NA
6.	**Total differently abled workers (F + G)**	**NA**	**NA**	**NA**	**NA**	**NA**

*The Company does not have any workers as defined in the BRSR Guidance Note.

7. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	11	1	9.09%
Key Management Personnel	3	0	0.00%

Note: CEO and MD is also part of Board of Director

8. Turnover rate for permanent employees and workers

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	27.0%	30%	27.9%	14.7%	15%	14.8%	17.1%	14.5%	16.3%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

9. Holding, Subsidiary and Associate Companies (including joint ventures)

a. Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Zensar Technologies Inc. USA	Subsidiary	100	No
2	Zensar Technologies (Singapore) Pte. Ltd, Singapore	Subsidiary		No
3	Zensar (Africa) Holdings Proprietary Limited, South Africa	Subsidiary		No
4	Zensar Technologies (UK) Limited, UK	Subsidiary		No
5	M3bi India Private Limited, India	Subsidiary		No
Subsidiaries of Zensar Technologies Inc (USA)				
1	Keystone Logic Mexico, S. DE R.L. DE C.V., Mexico	Subsidiary	100	No
2	Zensar Technologies (Canada) Inc Canada	Subsidiary		No
3	Zensar Columbia S.A.S., Columbia	Subsidiary		No
4	M3bi LLC, USA	Subsidiary		No
Subsidiaries of Zensar Technologies (UK) Limited				
1	Zensar Technologies GmBH, Germany	Subsidiary	100	No
2	Zensar Information Technologies B.V., Netherlands	Subsidiary		No
3	Foolproof Ltd. UK	Subsidiary		No
Subsidiary of Foolproof Ltd. UK				
1	Foolproof (SG) Pte. Ltd, Singapore	Subsidiary	100	No
Subsidiary of Zensar (Africa) Holdings Pty Limited, South Africa				
1	Zensar (South Africa) Proprietary Limited, South Africa	Subsidiary	74.99	No

Note: We have indicated Subsidiary, Step-down subsidiary and Subsidiary of Step-down Subsidiary separately.

10. CSR Details

(i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - Yes

(ii) Turnover (in Rs.) - 18,234 million

(iii) Net worth (in Rs.) – 23,027 million

11. Transparency and Disclosures Compliances

Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct::

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	(If Yes, then provide web-link for grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	NA	0	0	NA
Investors (other than shareholders)	Yes	0	0	NA	0	0	NA
Shareholders	Yes	6	0	NA	4	0	NA
Employees and workers	Yes	2	0	NA	1	0	NA
Customers	Yes	3	0	NA	4	0	NA
Value Chain Partners	Yes	0	0	NA	0	0	NA
Other (please specify)- Regulatory Authority	Yes	0	0	NA	0	0	NA

12. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. no.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Customer Satisfaction	Risk and opportunity	Rationale for identifying risk- The identification of risks is important because if quality and timeliness are not maintained and customer-centric issues are not resolved, it will negatively impact customer satisfaction, which in turn will have a direct negative impact on the business Rationale for identifying opportunity-Identifying opportunities is crucial because when customers are satisfied with the services, it can result in repeat business, customer retention, and the expansion of the customer base. This highlights the significance of establishing strong customer relationships and consistently providing exceptional experiences that meet or surpass customer expectations.	Risk mitigation approach: Customer Satisfaction: The company has implemented proactive measurement mechanisms, including the establishment of a customer feedback cell, to assess customer satisfaction levels and gather feedback from multiple angles. This includes evaluating customer satisfaction with ongoing work, tracking account growth, and assessing the effectiveness of the company's innovative and cost-effective solutions.	Positive: The Company's profitability is greatly influenced by customer satisfaction and loyalty, which have a substantial positive impact. Enhancing customer satisfaction can also result in improved business prospects and foster growth opportunities. Negative: The loss of trust in Zensar's ability to deliver the promised quality services can result in missed business opportunities. Additionally, any breach of privacy and data security can have severe consequences.
2	Data Security	Risk	Data security is of utmost importance in risk management strategy, given the potential risks and negative consequences associated with the loss, theft, or unauthorized access to sensitive data. These risks include financial losses, damage to reputation, legal liabilities, and loss of customer trust.	The Company has established policies concerning information technology/ cyber security risks that define limits, mitigation strategies, and internal controls.	Negative: The erosion of customer trust in Zensar's ability to deliver the promised quality services can result in missed business prospects and opportunities.
3	Innovation and digital transform-ation	Opportunity	To remain competitive in the fast-paced technology landscape, businesses need to embrace the latest advancements and make digitisation and innovation essential parts of their strategies. By implementing solutions based on this approach, companies can effectively facilitate the growth objectives of their customers, enabling them to advance rapidly.	-	Positive: Zensar achieves cost savings and increased productivity through digital transformation, leading to enhanced operational efficiency and profitability. Moreover, digital transformation enables Zensar to better understand and serve their customers, fostering loyalty and retention, which can drive higher revenues and strengthen overall financial performance.
4	Ethical governance and compliance	Opportunity	By upholding ethical principles and complying with regulations, Zensar fosters a culture of integrity that not only builds trust with stakeholders but also enhances the organisation's reputation. This commitment to responsible business practices mitigates the potential for legal and reputational challenges, establishing a solid foundation for sustained trust and credibility.	-	Positive: By maintaining ethical governance and compliance, we can bolster investor confidence, foster customer loyalty, and enhance employee engagement. This commitment to ethical practices enables us to attract and retain top talent, minimizing turnover costs while boosting productivity and innovation. Ultimately, ethical governance and compliance offer a competitive advantage and play a vital role in driving long-term financial success.
5	Digitisation of operations and sustainable infrastructure	Opportunity	To ensure energy efficiency, implementing sustainable infrastructure projects such as migrating enterprise systems to the cloud, upgrading data center infrastructure with virtualisation technologies like VMware, and improving UPS systems will play a crucial role. Additionally, adopting power management policies to reduce consumption during inactivity and implementing equipment procurement policies that prioritize eco-friendly and energy-efficient hardware for data centers and end-user devices will optimize energy usage. Leveraging digitally enabled operational processes with extensive network connections and efficient data management will facilitate adaptation to the rapidly evolving business landscape.	-	Positive: The implementation of digitisation has the capacity to improve efficiency and productivity, resulting in cost reductions and increased profitability for businesses. By adopting green infrastructure and sustainable practices, Zensar can minimize their environmental impact through reduced energy consumption and lower carbon emissions.

S. no.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Talent retention and acquisition	Risk and opportunity	Rationale for identifying risk- 1. High turnover rates: Losing skilled employees leads to increased recruitment and training expenses, reduced productivity, and disruptions in team dynamics.	Risk mitigation approach: The risk mitigation strategy for this challenge entails the implementation of impactful talent management strategies.	Positive: Retaining exceptional talent can effectively lower turnover costs and extend employee tenure, resulting in heightened efficiency and profitability.
			2. Skills gap: Difficulty in finding qualified professionals creates a skills gap that hinders achieving business objectives and strategic goals. 3. Competitive disadvantage: Inability to retain or attract top talent puts the organisation at a competitive disadvantage, allowing competitors to gain an advantage 4. Succession planning: Retaining or attracting top talent impacts succession planning by posing challenges in identifying and developing future leaders, affecting long-term organisational success. Rationale for identifying opportunity- 1. Talented and motivated workforce crucial for organisational objectives and competitive edge 2. Retaining and attracting top talent: - Enhances productivity - Drives innovation - Increases customer satisfaction 3. Reduces costs related to turnover and recruitment	These include offering competitive compensation and benefits packages, providing avenues for professional growth and development, cultivating a positive work culture, and utilizing data analytics to monitor employee engagement and satisfaction.	Acquiring and retaining top talent can also elevate productivity, as skilled and engaged employees tend to demonstrate greater effectiveness in their roles. This, in turn, enhances the quality of customer service and contributes to higher levels of customer satisfaction, fostering increased loyalty and repeat business. Negative: Neglecting to address this risk results in adverse financial consequences, including elevated expenses related to recruiting, training, and onboarding new employees, diminished productivity, reduced morale among existing staff, and potential harm to the company's reputation as a desirable employer. Furthermore, high turnover can disrupt project timelines, diminish customer satisfaction, and impede innovation and growth
7	Employee wellbeing	Opportunity	Rationale: Employee wellbeing leads to enhance employee satisfaction, engagement, and productivity. When employees feel appreciated and receive adequate support, they are more likely to be motivated and dedicated to their work, resulting in improved business outcomes.	-	Positive: Allocating resources to employee wellbeing yields substantial financial advantages, such as heightened productivity, lowered healthcare expenses, improved employee retention, increased job satisfaction, and an enhanced employer brand.
8	Energy management / Emissions management	Opportunity	Rationale: Implementing a chiller visualisation system (CVS) monitors real-time energy consumption, identifies waste. Upgrading to LED lighting with motion/ daylight sensors, optimizing fresh air usage, and improving cross-ventilation save energy, offering financial benefits and reducing environmental impact.	-	Positive: Energy and emission management strategies reduce costs by lowering energy consumption and associated expenses. The use of energy-efficient equipment and processes enhances productivity, minimizing downtime and maintenance needs, leading to increased output and revenue for businesses.

S. no.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Business continuity	Opportunity	Through the implementation of a comprehensive business continuity plan, we minimize the effects of disruptive events and sustain critical operations. This proactive approach not only fosters customer trust and loyalty but also bolsters brand reputation, potentially unlocking new markets and revenue streams. Furthermore, investing in business continuity measures enables businesses to identify and rectify vulnerabilities, enhancing overall resilience and fostering long-term advantages for sustainable growth.	-	Positive: The implementation of business continuity planning minimises financial losses and enhances the organisation's capacity to swiftly rebound from unforeseen events, thereby positively influencing its financial performance. By investing in such initiatives, we position ourselves for long-term success and sustainable growth.
10	Diversity and equal opportunity	Opportunity	1. A diverse workplace promotes inclusivity, providing equal rights and opportunities for all employees, contributing to an equitable society. 2. Increased gender and ethnic diversity enhance inclusiveness, challenging biases and promoting equality. This mindset shift leads to improved propositions, higher productivity, and the creation of value.	-	Positive: A diverse workforce comprising individuals from different genders, ages, ethnicities, nationalities, socio-economic backgrounds, religious beliefs, cultural practices, and sexual orientations enables the organisation to improve services and manage operational risks. Diversity brings fresh perspectives, experiences, and ideas, driving innovation, enhancing performance, and fostering a positive organisational culture.
11	Water management / Waste management	Opportunity	Water and waste management is a significant priority in our daily lives, and we perceive it as an opportunity to effectively address these concerns within our premises. It allows us to save money, showcase our environmental commitment, comply with regulations, drive innovation, engage employees, and attract sustainability-focused customers.	-	Positive: Effective water and waste management can improve operational efficiency, reduce costs, create new revenue streams, enhance brand value, and ensure compliance with regulations, all of which can have positive financial implications.
12	Community development	Opportunity	Community development empowers individuals, fosters connections, and builds stronger communities. It promotes social cohesion, creates supportive environments, and enhances quality of life. Additionally, community development drives economic growth by supporting local businesses and creating jobs. It also addresses social issues, promotes social justice, and improves the well-being of marginalized communities through increased access to essential services. This helps the company to create a positive image which attracts more clients.	-	Positive: Supporting CSR activities creates a positive impact on the communities we engage with, addressing needs, promoting sustainability, and enhancing stakeholder relationships.

S. no.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
13	Human rights and grievances	Risk and Opportunity	Rationale for identifying as Risk: Neglecting human rights throughout functions and the value chain can cause reputational harm and erode trust from stakeholders, including the community, customers, investors, and shareholders. Rationale for identifying it as opportunity: Incorporating human rights into policies and processes fosters community connections, ethical practices, and elevated societal standards. This enhances branding, reputation, and attracts investor recognition for a high human rights quotient.	Risk Mitigation approach Raising awareness within the organisation and throughout the value chain about human rights requirements, along with focused training initiatives, helps mitigate risks. Establishing a well-defined policy and process for handling grievances and ensuring that relevant stakeholders are aware of this mechanism, builds trust by demonstrating that issues will be acknowledged and resolved.	Positive: Integrating a focus on human rights and a robust grievance handling mechanism into operational policies and procedures will attract investors, employees, and customers. This increased awareness and commitment contribute to business growth and a strong market share. Negative: Ignoring human rights and grievances can lead to reputational damage, legal consequences, employee dissatisfaction and turnover, stakeholder disengagement, supply chain disruptions, and increased operational risks for Zensar.
14	Climate change vulnerability	Risk	Rationale: Zensar's operations can be affected by climate change, which includes extreme weather events such as cyclones, heatwaves, floods, and other disruptive occurrences.	Risk Mitigation approach: 1. All our facilities in India are categorized as having a low environmental impact. 2. To mitigate climate-related risks, we prioritize resource mobilisation and implement early recovery mechanisms to protect our IT infrastructure. Zensar has a well-defined crisis management framework in place, ensuring stakeholders are aware of activities, checklists, and responsibilities during climate-related emergencies. We have designated crisis managers, initiators, and monitors at regional and functional levels for both anticipated and unforeseen crises. Our processes include pre-crisis measures, during-crisis actions, and post-crisis evaluations for learning and improvement.	Negative: Meeting environmental standards and compliance can result in higher operating costs. Failure to do so can lead to adverse incidents that may incur financial losses, impact employee well-being, and damage reputation.

Section B: Management and process disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

S. No.	Principle Description	Reference of Zensar's Policies
P1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.	• *RPG Code of Conduct • Human Rights Policy
P2	Businesses should provide goods and services in a manner that is sustainable and safe	• Environment Health and Safety Policy • Sustainable Procurement Policy
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains	• *RPG Code of Conduct • Whistleblower Policy • Nomination and Remuneration Policy • Human Rights Policy
P4	Businesses should respect the interests of and be responsive to all its stakeholders	• *RPG Code of Conduct • Corporate Social Responsibility Policy • Stakeholder Engagement Policy
P5	Businesses should respect and promote human rights	• *RPG Code of Conduct • Whistleblower Policy • Human Rights Policy
P6	Businesses should respect and make efforts to protect and restore the environment	• Environment, Energy, Health and Safety Management • Sustainability Policy
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	• *RPG Code of Conduct • Human Rights Policy
P8	Businesses should promote inclusive growth and equitable development	• Corporate Social Responsibility Policy
P9	Businesses should engage with and provide value to their consumers in a responsible manner	• *RPG Code of Conduct • Information Security Management • Privacy Statement • Grievance Redressal Policy • Customer Care Mechanism

*Zensar is part of RPG group.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
c. Web Link of the Policies, if available	1. Sustainable Procurement Policy: https://www.zensar.com/sites/default/files/legal/Sustainable-Procurement-Policy.pdf 2. Stakeholder Engagement Policy: https://www.zensar.com/sites/default/files/legal/Stakeholder-Engagement-Policy.pdf 3. Grievance Redressal Policy: https://www.zensar.com/sites/default/files/legal/Grievance-Redressal-Policy.pdf 4. Human Rights Policy: https://www.zensar.com/sites/default/files/legal/Human-Rights-Policy-updated-24022023.pdf 5. Diversity and Inclusion Policy: https://www.zensar.com/sites/default/files/legal/Diversity-Inclusion-Policy-V1.2.pdf 6. Environment, Energy, Health and Safety Management: https://www.zensar.com/sites/default/files/legal/EHSEn-Policy-and-Objectives-FY22-23.pdf 7. Privacy Notice: https://www.zensar.com/privacy-notice/ 8. Information Security Management: https://www.zensar.com/information-security-management/ 9. SustainabilityPolicy: https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Sustainability-Policy.pdf 10. Whistle Blower Policy: https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/Whistle-blower-policy-and-vigil-mechanism.pdf 11. CSR Policy - https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/CSR_Policy-05.08.2022.pdf 12. Nomination and Remuneration Policy - https://www.zensar.com/sites/default/files/investor/policies-reports-fillings/NRC-Policy.pdf								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes								
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) mapped to each principle.									

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Principle 1	ISO 9001:2015 Quality Management System Standard								
Principle 2	ISO 45001:2018 Health and Safety Management System Standard (OHSAS)								
Principle 3									
Principle 4	ISO 14001:2015 Environment Management System Standard								
Principle 5	ISO 50001:2018 Energy Management System Standard								
Principle 6	ISO 22301:2019 Business Continuity Management System Standard								
Principle 7	ISO 20000:2018 Service Management System Standard								
Principle 8	ISO 27001:2013 Information Security Management System								
Principle 9									
5. *Specific commitments, goals and targets set by the entity with defined timelines, if any.	• Carbon emission (Scope 1+2): Achieve Net Zero GHG emissions by FY'40 • CSR - Reaching 225,000 lives through community development initiatives by FY'30 • Happiness - Sustain Happiness index score to 82 or more by FY'25 • Diversity and Inclusion - Creating a gender-balanced workplace with 35% women employees by FY27 and 40% by FY30 • Procurement and supplier diversity - Assess all the suppliers based on sustainable procurement criteria by FY'30								
6. *Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	• Net GHG emissions (Scope 1+2) – 4057 tCO2e • 73,115 lives impacted through community development initiatives of education and employment in last three years • 210,482 lives impacted through fever clinics • Happiness index for FY'23 -84 • Gender Diversity for FY'23 - 30% • The Sustainable Procurement Policy has been developed, and an assessment of 20% of critical suppliers will commence in the middle of FY'24								

*Zensar has made specific commitments and set goals at a global level. Each entity within the organisation has a role to play in establishing and achieving these goals. Zensar Technologies Limited holds a significant position in contributing to these commitments and goals.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

At Zensar, we recognize that addressing ESG challenges is not only a responsibility but also an opportunity to create long-term sustainable value for our stakeholders.

In terms of environmental challenges, we have set ambitious targets to reduce our carbon footprint, minimize waste generation, and conserve natural resources. Through implementing energy-efficient practices, adopting renewable energy sources, and promoting recycling initiatives, we aim to make a positive impact on the environment.

Socially, we understand the importance of fostering an inclusive and diverse work environment. Our goal is to create a workplace where everyone feels valued, respected, and has equal opportunities for growth and development. We have implemented "Enliven" to promote diversity, equity, and inclusion. Apart from this we have the experiential learning initiative to meet the expectations of the delivery units for resources with a vast range of skills. The program concentrates on training freshers. We partner with various institutions in the HTD model and train the selected candidates with in-demand market skills per our requirements.

In terms of governance, we have maintained a strong commitment to transparency, ethical practices, and robust corporate governance. We have implemented policies and procedures to ensure compliance with relevant regulations, prevent corruption, and safeguard data privacy. Furthermore, we have established mechanisms for stakeholder engagement and have actively sought feedback from our customers, employees, suppliers, and communities to enhance our governance practices.

While we have made significant progress in addressing ESG challenges, we recognize that there is always room for improvement. Going forward, we remain dedicated to setting ambitious targets and implementing innovative solutions to further advance our ESG performance. We will continue to integrate sustainability considerations into our decision-making processes, collaborate with stakeholders, and transparently report on our progress.

We firmly believe that by embracing ESG principles, we not only contribute to a better future for our company but also play a vital role in creating a more sustainable and inclusive world.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy/policies	Manish Tandon Designation - CEO and MD
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The Sustainability and Corporate Social Responsibility (SCSR) Committee constituted by the Board of Directors helps to enhance the focus on the ESG and sustainability agenda. The Committee is *inter-alia* responsible for the following: 1. To formulate and recommend to the Board, a Sustainability Policy *inter-alia* covering Environment, Social, and Governance ('ESG') principles and to recommend appropriate changes/modifications to the policy, from time to time. 2. To review performance on Sustainability goals, targets and strategy and provide guidance to achieve the same. 3. To review and recommend Sustainability Report to the Board.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Business responsibility and sustainability policies of the Company are periodically reviewed by department/division heads, business heads and the Managing Director. During these assessments, the efficacy of the company policies is reviewed and adequate changes to policies, procedures and internal controls are also implemented.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company complies with the existing regulations as applicable. There have been no instances of non-compliance.																	

11 Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
	NO								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Section C: Principle wise performance disclosure

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	2	All Principles	100%
Key Managerial Personnel	2	All Principles	100%
Employees other than BoD and KMPs	5	All Principles	92%

*The Company does not have any workers as defined in the BRSR Guidance Note.

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary

	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	No such fines and penalties imposed during the year.				
Settlement					
Compounding fee					

Non-Monetary

	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	No such instances occurred during the year			
Punishment				

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

We have zero tolerance for any form of corruption, bribery, illegal and abusive practices in connection with our business. We expect all associates to act ethically and consult our Anti-Bribery and Responsible Gifting Policy for the rules and restrictions on these standards, which is available on our intranet. This policy aims to sensitize associates on what is not permitted and what could be construed as involvement in an activity relating to bribery, facilitation payments, or corruption, even where the involvement is unintentional. Introduction of the policy is mentioned in our Human Rights Policy.

https://www.zensar.com/sites/default/files/legal/Human-Rights-Policy-updated-24022023.pdf

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption.

	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directors	None	None
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	FY 2022-23 Current Financial Year		FY 2021-22 Previous Financial Year	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	None		None	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2022-23 Current Financial Year (INR)	FY 2021-22 Previous Financial Year (INR)	Details of improvements in environmental and social impacts
R&D	15 million	-	1. Smart Utility Services - Technology solution that helps managing excavation at construction site by reducing the time taken, safety management and reducing environment pollution in the process by implementing a. Business process transformation b. Data driven decisions c. Automated GIS and data pipeline d. AI powered safety and compliance 2. Digital Twin - to help reduce timeline for employees from Bench to Project allocation leading to employee happiness. 3. AI for DI - Detection of various stereotypical biases is an important step before taking informed decisions to ensure equality. In AI4DI we propose to leverage advance AI algorithms to detect the biases present in organisational data like promotion and salary revision data, detection of gender bias in document data, detection of bias in images and videos in presentations material and documents. This initiative will also ensure a diverse, safer, happier and even more creative + innovative workplace
Capex	13.4 million	1.841 million	Rooftop Solar, STP plant upgradation, Drip irrigation system, Garden Plantation, LED lights, Environment and Energy audits, Cleaning Machineries, AC replacements etc.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, Zensar promotes sustainable sourcing through various measures:

- Zensar has a longstanding practice of sourcing items from local suppliers, which reduces fuel consumption in transportation
- Zensar assesses suppliers based on ESG parameters
- Zensar conducts awareness programs, uses checklists, and audits for information gathering
- Zensar prefers procurement from key suppliers and marginalized groups
- Zensar recognises and rewards suppliers demonstrating best practices
- Zensar seeks strategic collaborations for shared sustainable goals.

b. If yes, what percentage of inputs were sourced sustainably?

81% from local suppliers.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Since, we are not in the manufacturing segment, this question is not applicable to us. However, we are dedicated to take all necessary measures to contribute in processes to safely manage and handle waste material. Thereby, we hand over all the plastic and hazardous waste to authorized recyclers only.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).

Since we do not fall into the definition of "PIBOs" as per the EPR guidelines, therefore EPR is not applicable to us.

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not Applicable

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees.

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/ A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/ A)	Number (F)	% (F/ A)
Permanent employees											
Male	5356	5356	100%	5356	100%	--	--	5356	100%	5356	100%
Female	2441	2441	100%	2441	100%	2441	100%	--	--	2441	100%
Total	**7797**	**7797**	**100%**	**7797**	**100%**	**2441**	**31.31%**	**5356**	**68.69%**	**7797**	**100%**
Other than Permanent employees											
Male	NiL										
Female											
Total											

b. Details of measures for the well-being of workers:

The Company does not have any workers as defined in the BRSR Guidance Note.

2. Details of retirement benefits.

Benefits	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	No. of employees covered as a % of total employees	*No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	*No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	NA	Yes	100%	NA	Yes
Gratuity	100%	NA	Yes	100%	NA	Yes
ESI	0	NA	NA	0	NA	NA
Others – please specify	NA	NA	NA	NA	NA	NA

*The Company does not have any workers as defined in the BRSR Guidance Note.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.?

Our leadership ardently drives inclusion in the organisation, with sharper focus on adequate representation of women and persons with disabilities (PwD) in the workforce, along with building multi-cultural and multi-generational teams. We have committed to the Valuable 500 campaign through the World Economic Forum. As a part of our commitment to ensuring an inclusive infrastructure, our SEZ offices (Hyderabad, Bangalore and Eon IT Park) and all onsite locations (the US, UK, and SA) are accessibility compliant.

Accessibility in our facilities include Access to elevators, Washrooms designed for differently abled employees and guests, Ramps and handrails along the ramps, Wheelchair access, Priority evacuation during emergencies, In-person support on request, Dedicated parking lot for persons with disabilities for four wheelers and two wheelers in the parking area, Healing rooms, doctors' rooms, and lactation rooms

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

We are an equal opportunity employer. Zensar's commitment to diversity and inclusive selection practices ensures that qualified long-term unemployed job seekers receive equal consideration for employment.

We provide equal opportunities to persons from all sections of the society including Persons with Disabilities (PWD). It ensures that all provisions provided to its employees within the workplace is framed in accordance with the provisions of the Rights of Persons with Disabilities Act, 2016 ("Act").

We shall commit to provide equal and fair employment opportunities for all qualified applicants without any biasness or discrimination. No person with disability shall be denied any employment opportunity on grounds of disability and all the vacancies will be filled based on individual's competence, ability, trainability, and suitability with regards to the job requirements.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Permanent employees		
Gender	**Return to work rate**	**Retention rate**
Male	100%	89.6%
Female	99%	86.0%
Total	**99.7%**	**88.2%**

*The Company does not have any workers as defined in the BRSR Guidance Note.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	(If Yes, then give details of the mechanism in brief)
Permanent Workers	The Company does not have any workers as defined in the BRSR Guidance Note.
Other than Permanent Workers	
Permanent Employees	The Company has formulated a Grievance Review Committee (GRC) for employees to raise concerns at their respective locations in India. The GRC team shall investigate to obtain a comprehensive view about the grievance and collate information/evidence as feasible. Any associate can report their grievance through GRC@Zensar.com. Based on the investigations the GRC members shall submit their recommendation on the course of action to address the grievance.
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total employees /workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	No such associations.					
• Male						
• Female						
Total Permanent Workers						
• Male						
• Female						

8. Details of training given to employees and workers:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	*On Health and safety measures		On Skill upgradation		Total (D)	*On Health and safety measures		*On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	5403	4484	82.99%	5307	98.22%	6238	2140	34.30%	6063	97.19%
Female	2455	1730	70.46%	2420	98.57%	2726	1030	37.78%	2678	98.23%
Total	**7858**	**6214**	**79.70%**	**7727**	**98.33%**	**8964**	**3170**	**35.36%**	**8741**	**97.51%**

*Health and safety training is provided to both Full-Time Employees (FTEs) and Non-Permanent Employees, ensuring the well-being of all staff. However, skill upgrade training is exclusively offered to FTEs for their professional development.

Workers*	
Male	Not Applicable
Female	
Total	

*The Company does not have any workers as defined in the BRSR Guidance Note.

9. Details of performance and career development reviews of employees and worker:

Category	**FY 2022-23 Current Financial Year			**FY 2021-22 Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	5356	4452	83.12%	6337	4,756	75.05%
Female	2441	1682	68.91%	2806	1,898	67.64%
Total	**7797**	**6134**	**78.67%**	**9143**	**6,654**	**72.70%**
***Workers**						
Male	Not Applicable					
Female						
Total						

*The Company does not have any workers as defined in the BRSR Guidance Note.
**Details are for permanent employees only

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, what is the coverage of such a system?

Yes. Zensar has implemented an occupational health and safety management system through following ways:

Occupational health and safety:

- We are committed to continuously enhancing health and safety practices for all employees (permanent and contractual), service providers, and visitors.
- Our Environment, Health, Safety and Energy (EHSEn) Policy and Objectives are established at the organisational level and reviewed annually or as needed to align with the organisation's strategic direction.
- All our India offices are certified under ISO 45001:2018.

Creating a culture of safety:

- We integrate health and safety into our business planning, decision-making, and management practices.
- We regularly carry out health awareness initiatives and provide employees with access to a dedicated e-learning module on health and safety.
- Organisation-level objectives are translated into function/delivery level objectives and monitored using performance indicators with targets.
- We have plans for achieving these objectives that outline the roles and responsibilities of employees, and we periodically measure progress against these targets.

Health and safety training:

- We conduct regular health and safety training for employees, facilitated by both internal and external domain experts.
- This ensures that our employees possess the necessary knowledge and skills to maintain a safe and healthy work environment.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Zensar prioritises health and safety through the following measures:

- We maintain a risk assessment register and regularly conduct fire drills to ensure preparedness.
- We assess activities in our workspace to identify potential health and safety risks.
- After the assessment, we establish mitigation and contingency plans to minimize these recognized risks.
- We communicate these plans to our employees to raise awareness and ensure everyone's well-being.
- Visual aids such as safety signage and guidelines are displayed throughout our office premises and equipment to promote safe practices.
- We organize training programs conducted by both internal and external domain experts to prioritize health and safety for our employees.

c. Whether you have processes for employees/workers to report the work-related hazards and to remove themselves from such risks.

Yes, we have provided employees with the following means to report such hazards:

1. Display of emergency numbers are at prominent locations across all office premises.
2. HealthandSafety@zensar.com is used to report Work-related hazards.
3. Zenverse a digital platform is made available for all associates to report Work-related hazards improvement.

d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?

Yes, Zensar provides non-occupational medical and healthcare services to all its employees.

At Zensar, we prioritize the wellbeing of our employees and are committed to supporting their physical, financial, mental, and social wellness. To achieve this, we regularly organize wellness sessions designed to address various aspects of employee wellbeing.

Additionally, we offer counseling services through our Zensar Associate Assistance Program (ZAAP). This program provides a safe and confidential platform for employees to express their concerns and receive professional guidance from counselors who specialize in their respective fields

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
	*Workers	NA	NA
Total recordable work-related injuries	Employees	NIL	NIL
	*Workers	NA	NA
No. of fatalities	Employees	NIL	NIL
	*Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL	NIL
	*Workers	NA	NA

*The Company does not have any workers as defined in the BRSR Guidance Note.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace..

Our priority is to ensure the health and safety of our people and following measures are taken by us to ensure a safe and healthy workplace:

- Activities in the workspace are assessed to identify health and safety risks.
- Mitigation and contingency plans are established post-assessment to minimize recognized risks.
- Employees are informed about the plans to create awareness.
- Visual aids like safety signages and dos and don'ts are displayed across the office premises and equipment to promote safe use.
- Internal and external experts conduct training programs to prioritize employee health and safety.
- In FY22, 124 occupational health and safety training programs were conducted, including 25 for office employees and 99 for support staff.
- The EHS team is involved in selecting and identifying service providers, inspecting and recording EHS requirements monthly.
- EHS induction programs cover all employees, workers (permanent and contractual), service providers, and visitors.
- The EHS team provides training on systems improvement, environmental impact assessment, and compliance with ISO 14001 and 45001 standards.
- Relevant staff and workers receive specific training on material handling, storage, and chemical safety based on their job profiles.

13. Number of complaints on the following made by employees and workers

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL					
Health and Safety						

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% of India Offices
Working Conditions	100% of India Offices

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health and safety practices and working conditions.

Not Applicable

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

We have identified various key stakeholder groups based on their significance to our business, the nature of their involvement, and their main priorities and concerns. These groups include:

1. Customers: The people who rely on our products and services for their needs and satisfaction.
2. Employees: The dedicated individuals who contribute their skills and efforts to our organisation.
3. Shareholders: The owners of the company who have invested in its success.
4. Investors and analysts: The financial experts and entities who monitor our performance and provide insights.
5. Communities: The local and global communities where we operate and impact lives.
6. Vendors: The suppliers and partners who collaborate with us to deliver quality goods and services.
7. Regulatory authorities: The governing bodies and agencies responsible for overseeing our operations and compliance.

By recognizing and engaging with these stakeholder groups, we ensure that we address their interests and concerns in our business strategies and decisions

2.List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable and Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Government and regulatory authorities	-	• Meeting the directives of Regulatory Authority. • Submissions of various returns and compliances with statutory authorities • Partnerships with industry bodies and associations	As and when required	Compliance and legal requirements
Employees	Yes	• ZenVerse- our real-time platform for employees • Happiness index survey • Other collaboration tools and methods such as workshops and team building • Emails/newsletters • Townhall sessions • Ombuds processes	Monthly/ongoing basis	• Employee Wellbeing • Skill Development • Ethical Behavior • Employee Feedback • Team Building
Customers	-	• Strategic discussions on business success and outcome metrics • Operational customer feedback • Customer engagement surveys • Account reviews • Regular meetings	Quarterly/Annually	• Quarterly Business Reviews • Customer Engagement Survey

Stakeholder Group	Whether identified as Vulnerable and Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers	Yes	• Vendor engagement interactions • Workshops and training • Grievance redressal mechanism	As and when required	Vendor engagement and training
Local community	-	• Community wellbeing and development initiatives • Grievance redressal mechanism	As and when required	• Educational initiatives • Employment initiatives • Community wellbeing
Investors	-	• Quarterly briefings • Analysts meet	Quarterly	Business performance briefing
Shareholders	-	• Quarterly and annual financial results • Annual reports • Annual general meetings • Investor presentations	Annually/As and when required	• Financial Results Progress • Statutory information

Principle 5: Businesses should respect and promote human rights

Essential Indicators

1.Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	7797	7777	99.7%	8846	8823	99.7%
Other than permanent	61	61	100%	118	118	100%
Total employees	**7858**	**7838**	**99.7%**	**8964**	**8941**	**99.7%**
***Workers**						
Permanent	Not Applicable					
Other than permanent						
Total workers						

*The Company does not have any workers as defined in the BRSR Guidance Note.

2. 2. Details of minimum wages paid to employees and workers, in the following format

Category	FY 2022-23 Current Financial Year					FY 2021-22				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	7797	--	--	7797	100	8861	--	--	8861	100
Other than permanent	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total employees	**7797**	**--**	**--**	**7797**	**100**	**8861**	**--**	**--**	**8861**	**100**
***Workers**										
Permanent	Not Applicable									
Other than permanent										
Total workers										

*TThe Company does not have any workers as defined in the BRSR Guidance Note.

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (Rs. Lakhs per annum)	Number	Median remuneration/ salary/ wages of (Rs. Lakhs per annum)
Board of Directors (BoD)	10	9.7	1	10.15
Key Managerial Personnel	3	196	0	NA
Employees other than BoD and KMP	5353	15.04	2441	9.64

Note:

- KMP include CEO and MD, CFO and CS
- CEO and MD is also part of BoD. However, the median remuneration for CEO and MD is not included with BoD
- During the year, there was a change in the CEO and MD position. However, it's important to note that the office was never vacant at any point in time
- One of the Directors has resigned w.e.f 31.03.23
- The remuneration is equitable for both men and women working full-time in the same grade, role, and location. However, there is a gap in median salary between genders at middle and senior levels, primarily caused by a higher representation of women in junior positions.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

We have formulated a Grievance Review Committee (GRC) for employees to raise concerns at their respective locations in India. The GRC teams shall investigate to obtain a comprehensive view about the grievance and collate

information/evidence as feasible. Any associate can report their grievance through GRC@Zensar.com. Based on the investigations the GRC members shall submit their recommendation on the course of action to address the grievance.

Furthermore, we have a patent application "ZenVerse", which acts as a platform for employees to express concerns, give suggestions, share feedback, and ask questions directly to the Chief Executive Officer and Managing Director.

We encourage other stakeholders to report their concern through dedicated email Ids and phone numbers as mentioned in our stakeholder engagement policy.

6. Number of Complaints on the following made by employees and workers:

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	1	NIL	Action was taken on accused and he was terminated from services	1	NIL	Action was taken on accused and he was terminated from services
Discrimination at workplace	No Complaints					
Child Labour						
Forced Labour/ Involuntary Labour						
Wages						
Other human rights related issues						

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

POSH committee is formed in all branches in India to deal with Harassment cases.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. In all our contracts, whether they're with vendors or customers, we emphasize the importance of compliance with legal requirements.

The Constitution of India and various labor legislations highlight vital aspects of human rights, such as the right to work, fair working conditions, just wages, and the right to privacy.

These rights are not only essential for us as an organisation but also for our vendors, customers, and partners. It's crucial that we all uphold these rights and ensure their implementation in our working relationships.

9. Assessments of the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	NIL
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

We did not conduct assessments through third-party or statutory authorities. However, we conduct our own internal assessments and take proactive measures to ensure compliance.

As part of these efforts, we conducted 5 (five) virtual sessions for newly joined resources on Preventing Sexual Harassment (POSH). Furthermore, we have made participation in a POSH certification program mandatory to reinforce our commitment to a safe and inclusive work environment..

Principle 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total electricity consumption (A)	17,084.07	17,972.64
Total fuel consumption (B)	662.26	353.64
Energy consumption through other sources (C)	4,185.60	1,617.50
Total energy consumption (A+B+C)	**21,931.92**	**19,943.77**
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.000001203 joules/INR	0.000001223 joules/INR
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

3. Provide details of the following disclosures related to water, in the following format

We have implemented measures to actively manage our water consumption and regeneration. The efficient use of water is a crucial aspect of our sustainability initiatives. To monitor our water usage, we have installed water meters at discharge points. However, in certain cases where our offices are in leased premises, measuring water discharge from those locations proves challenging.

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water (Municipal water supplies)	0	456
(iv) Seawater / desalinated water	0	0
(v) Others	20,796	15,617
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**20,796**	**16,073**

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total volume of water consumption (in kilolitres)	20,796	16,073
Water intensity per rupee of turnover (Water consumed / turnover)	0.001141 kilolitres/INR	0.000985 kilolitres /INR
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, we have established a Zero Liquid Discharge mechanism through the implementation of the following measures:

- Prioritizing water conservation and efficient usage within our facilities to address the global water crisis.
- Implementing measures like groundwater recharge, drip irrigation, sensor-based taps in restrooms, and in-house sewage treatment plant (STP) to recycle 80% of daily water consumption.
- Implementing rainwater harvesting techniques and developing watershed structures to further reduce water consumption and promote sustainability.
- Striving towards achieving water positivity by balancing demand with available supply.
- Utilizing the Sewage Treatment Plant (STP) to recycle all wastewater for home gardening purposes, contributing to sustainable water management.

Note: In certain cases where our offices are in leased premises, measuring water discharge from those locations proves challenging.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
NOx	tonnes/annum	Not Applicable	
SOx	tonnes/annum		
Particulate matter (PM)	tonnes/annum		
Persistent organic pollutants (POP)	tonnes/annum		
Volatile organic compounds (VOC)	tonnes/annum		
Hazardous air pollutants (HAP)	tonnes/annum		
Others – Ozone Depleting Substances (HCFC - 22 or R-22)			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	49.18	26.26
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	3,843.92	3,944.00
Total Scope 1 and Scope 2 emissions per rupee of turnover	tonnes of CO2 equivalent/Million INR	0.000000213 metric tonnes/ INR	0.000000244 metric tonnes/ INR
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

7. Does the entity have any project related to reducing Greenhouse Gas emission? If Yes, then provide details.

Yes, Zensar, as a global entity, is fully committed to achieving Net Zero emissions (Scope 1+Scope 2) by the year 2040. In order to meet this ambitious target and transition away from conventional energy sources in our operations, we have taken proactive measures to embrace green initiatives.

As part of our sustainability program, we have successfully commissioned a rooftop solar plant with a capacity of 350 kWp at our Pune campus. This solar plant is expected to remain in service for a period of 25 years, contributing significantly to our renewable energy generation and reducing our carbon footprint

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.28	0.46
E-waste (B)	30	Nil
Bio-medical waste (C)	Nil	Nil
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	Nil	Nil
Radioactive waste (F)	Nil	Nil
Other Hazardous waste. Please specify, if any. (G)	0.42	0.61
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	24.81	9.10
Biodegradable waste (paper, newspaper, cardboard)	16.68	2.35
Wood waste	0.25	0.60
Metal waste	0.40	0.12
Garden waste	4.77	4.98
Food waste	2.71	0.36
Total Wet Food Waste - BLR	0	0.70
Total (A+B + C + D + E + F + G + H)	**55.5103**	**10.1714**

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	24.81	9.60
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	**24.81**	**9.60**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste	-	-
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	**-**	**-**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Zensar, being an IT-based service platform company, does not utilize any hazardous or toxic chemicals in its business operations. However, we acknowledge our responsibility towards environmental stewardship and have implemented the following measures to effectively manage waste generation:

- Creating awareness and educating employees about environmental protection through e-learning modules.
- Implementing a well-managed waste segregation system to separate waste at the source.
- Adopting the philosophy of 3Rs (reduce, reuse, and recycle) for all types of waste to minimize pollution and waste generation.
- Collecting, segregating, storing, treating, and disposing of hazardous waste according to our waste management policy and in collaboration with authorized recyclers.
- Continuously enhancing waste reduction efforts in alignment with our Environmental Management System (EMS).
- Segregating municipal solid waste into dry and wet waste, with dry waste sent to authorized recyclers and wet waste used for on-site biogas generation.
- Collecting, shredding, and decomposing green waste through vermicomposting pits, with the resulting compost used as enriching soil manure.
- Disposing of electronic waste (e-waste) with the assistance of authorized recyclers.
- During FY2022-23, a total of 55.51 MT of waste was generated, consisting of 30.70 MT hazardous waste and 24.81 MT non-hazardous waste.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year :

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
	Not Applicable				

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, Zensar is compliant with all applicable environmental law/regulations/guidelines.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations. – One (1)

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such a body) the entity is a member of/affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	NASSCOM-the apex industry body for software and technology companies	It would be India in particular and global too in some cases.

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

The local community is not significantly affected by our operations. However, there is a firm understanding that The local community is not significantly affected by our operations. However, there is a firm understanding that ongoing efforts are required to safeguard the communities within and around the Company's operational area. In addition, we encourage community members to voice any concerns they may have and foster an atmosphere of openness and accountability through website of RPGF.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers

	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directly sourced from MSMEs/ small producers	19%	20%
Sourced directly from within the district and neighboring districts	81%	80%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

A. Yes, we have Grievance redressal mechanism, where a customer can make a complaint by submitting a customer complaint form. The form is further processed through quality manager, project manager, program manager, SBU-Delivery Head, for review, execution, and taking corrective actions.

1. Zensar has a proactive survey process where it reaches out to the customer on regular intervals to take feedback. The customers are provided with a dedicated email-id to raise any query.

2. If customer has any issues that they need to escalate, Zensar has a defined account management structure where customer has a point of contact i.e., account manager and the escalation hierarchy. In case of any issue, customer can reach out directly to the account manager including senior management in the hierarchy. This ensures customer gets personal attention for any issues. We have mechanism to receive and respond to consumer complaints and feedback.

B. We also perform CES (Customer Engagement Survey) which is an annual survey to capture customer expectations, measure experience, and assess strength of the relationship.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Available
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2022-23 (Current Financial Year)		Remarks	FY 2021-22 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0		NA	0		NA
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices			Not Applicable			
Unfair Trade Practices						
Other						

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Not Applicable	
Forced recalls		

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/ No) If available, provide a web-link of the policy.

Yes; https://www.zensar.com/information-security-management/, https://www.zensar.com/privacy-notice/

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not Applicable

For and on behalf of the Board of Directors

Place: Mumbai
Dated: May 11, 2023

H. V. Goenka
Chairman

Annexure E to the Board's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
and
Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zensar Technologies Limited** having CIN: L72200PN1963PLC012621 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

(i) The Companies Act, 2013, as amended from time to time (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, External Commercial Borrowings and Overseas Direct Investment, wherever applicable;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(not applicable to the Company during the audit period)**;

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ;

e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations 2021 **(not applicable to the Company during the audit period)**;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(not applicable to the Company during the audit period)**;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2021 **(not applicable to the Company during the audit period);** and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(not applicable to the Company during the audit period).**

(vi) The management has identified and confirmed the compliances of the following laws as Specifically applicable to the Company:

a) The Special Economic Zone Act, 2005,
b) The Trade Mark Act, 1999,
c) The Information Technology Act, 2000,
d) Regulations of Software Technology Parks of India,
e) Customs and Excise Act 1996,
f) Foreign Trade Act, 1992,
g) The Export and Import Policy of India.

We have also examined compliance with the applicable clauses and regulations of the following:

(i) Secretarial Standards issued by 'The Institute of Company Secretaries of India'; and

(ii) The Listing Agreement entered into by the Company with Stock Exchange(s) pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations').

During the year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards made thereunder except the following:

1. The Company was unable to file the E-Form DIR 12 for Resignation of Chief Executive Officer (CEO) and Managing Director w.e.f December 31, 2022, E-Form DIR 12 for appointment of new Chief Executive Officer (CEO) and Managing Director w.e.f January 23, 2023 and E-Form MR 1 and MR 2 for appointment of new Managing Director till the date of issue of this report due to continuing technical glitches on the website of Ministry of Corporate Affairs.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Further, in the incidences where, for the purpose of any Board or Committee Meeting, notice, agenda or notes to agenda are circulated with shorter period of less than seven days, all the Directors including Independent Directors have consented to the shorter period of circulation of the same.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following:

i) National Company Law Tribunal (NCLT) on February 2, 2021 and the Mumbai Bench of Hon'ble National Company Law Tribunal ("NCLT"), vide its order dated March 14, 2022 has sanctioned the joint petition filed by Cynosure Interface Services Private Limited ("CISPL" or "Amalgamating Company") and Zensar Technologies Limited ("ZTL" or "Amalgamated Company") for approval of Scheme of Amalgamation of CISPL with ZTL and their respective shareholders ("Scheme"). Accordingly, the said Scheme has become effective from May 18, 2022 with the appointed date of April 1, 2021 ("Appointed Date"). Further, as per the Scheme, the authorized share capital of the Amalgamating Company shall stand transferred to and combined with the authorized share capital of the Amalgamated Company i.e. ZTL.

ii) Special resolution is passed in Annual General Meeting held on July 27, 2022 for approving the payment of commission to Non-Executive Director(s).

iii) Mr. Anant Vardhan Goenka (DIN: 02089850) was appointed as Interim Managing Director of the Company with effect from November 2, 2022 for a period up to the next Annual General Meeting of the Company or 31st July, 2023 whichever is earlier pursuant to the approval of shareholders of the Company received vide postal ballot dated December 23, 2022. Subsequently, he relinquished the charge of Interim Managing Director with effect from January 23, 2023 on appointment of new Managing Director.

iv) Mr. Manish Tandon has been appointed as Chief Executive Officer (CEO) and Managing Director (MD) of the Company with effect from January 23, 2023 for a period of 5 (five) years till January 22, 2028 pursuant to approval of shareholders of the Company received vide postal ballot dated March 18, 2023.

v) During the year, the Company has allotted 2,63,887 stock options under ESOP schemes of the Company viz. 2002 ESOP, 2006 ESOP and 2016 EPAP scheme.

For **SVD & Associates**
Company Secretaries

Sridhar Mudaliar
Partner
FCS No: 6156
C P No: 2664

Place: Pune
Date: May 11, 2023

Peer Review No: P2013MH075200
UDIN: F006156E000282784

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure A and forms an integral part of this report.

'ANNEXURE A'

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

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. We have relied on the documents and evidences provided physically and through electronic mode.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

For **SVD & Associates**
Company Secretaries

Sridhar Mudaliar
Partner
FCS No: 6156
C P No: 2664

Place: Pune
Date: May 11, 2023

Peer Review No: P2013MH075200
UDIN: F006156E000282784

Annexure F to the Board's Report

ANNUAL REPORT ON CSR ACTIVITIES

FOR FINANCIAL YEAR 2022-23

1. Brief outline on SCSR Policy of the Company.

   https://www.zensar.com/sites/default/files/2022-08/CSR_Policy-05.08.2022.pdf

2. Composition of SCSR Committee:

Sr. No	Name of the Director	Designation /Nature of Directorship	Number of meetings of SCSR Committee held during the year	Number of meetings of SCSR Committee attended during the year
1.	Arvind Nath Agrawal	Chairman/Non-Executive, Independent Director	4	4
2.	A.T. Vaswani	Member/Non-Executive, Independent Director		4
3.	Ajay Singh Bhutoria (Ceased to be a member w.e.f December 31, 2022)	Member/CEO and Managing Director		1
4.	Anant Vardhan Goenka* (Appointed as a member w.e.f. November 2, 2022, and ceased to be a member w.e.f January 23, 2023)	Member/ Interim Managing Director		1
5.	Manish Tandon (Appointed w.e.f. January 23, 2023)	Member/CEO and Managing Director		0

*The Board of Directors of the Company vide its meeting dated May 11, 2023, reconstituted SCSR Committee so as to include Anant Vardhan Goenka as a member thereof. Manish Tandon ceased to be a member of the Committee from the same date.

3	Provide the web-link where Composition of SCSR committee, SCSR Policy and CSR projects approved by the Board are disclosed on the website of the company	https://www.zensar.com/sites/default/files/2023-05/Composition-of-SCSR-Committee.pdf https://www.zensar.com/sites/default/files/2022-08/CSR_Policy-05.08.2022.pdf https://www.zensar.com/sites/default/files/2023-05/Project-wise-details-22-23.pdf
4	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).	NA
5	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year, if any	

Sr. No	Financial Year	Amount available for set-off from preceding Financial Years	Amount required to be set off for the Financial Year, if any
	-	-	-

6 Average net profit of the company as per section 135(5). 3,562.47 Million

7. (a) Two percent of average net profit of the company as per section 135(5) 71.30 Million

(b) Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years. NIL

(c) Amount required to be set off for the Financial Year, if any NA

(d) Total CSR obligation for the Financial Year (7a+7b-7c). 71.30 Million

8 (a) CSR amount spent or unspent for the Financial Year:

(INR Million)

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
62.75	8.55	24.04.2023	NA		

(b) Details of CSR amount spent against ongoing projects for the Financial Year:

(INR Million)

1	2	3	4	5		6	7	8	9	10	11	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project	Amount spent in the current Financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation – Direct (Yes/ No)	Mode of Implementation – Through Implementing Agency	
				State	District						Name	CSR Registration no.
1.	Education * Pehlay Akshar Teachers Training * Pehlay Akshar Learning Rooms	Item no. ii	Yes	Maharashtra	Mumbai	Ongoing	8.55	6.48	2.08	No	RPG Foundation	CSR00000030
2.	Employability * Vocational skill training in relevant skills, with a focus on women * Livelihoods enhancement	Item no. ii	Yes	1.Maharashtra 2.Telangana 3.Karnataka 4. West Bengal	1. Pune, Nagpur 2. Hyderabad 3. Bangalore 4. Kolkata	Ongoing	44.00	42.96	1.03			
3.	The Heritage Project * Revival of Heritage across Mumbai through digital interventions, art and upliftment of spaces	Item no. v	Yes	Maharashtra	Mumbai	Ongoing	8.99	3.66	5.33			
4.	Community Development * Community Development * Emergency Funds	Item no. i Item no. xii	Yes	1.Maharashtra 2.Telangana 3.Karnataka 4. West Bengal	1. Pune 2. Hyderabad 3. Bangalore 4. Kolkata	Ongoing	9.76	9.65	0.11			
	Total						**71.30**	**62.75**	**8.55**			

(c) Details of CSR amount spent against other than ongoing projects for the Financial Year: NA

(INR Million)

1	2	3	4	5		6	7	8	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount allocated for the project	Mode of Implementation – Direct (Yes/ No)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR Registration no.
------NA-----									

(d) Amount spent in Administrative Overheads NIL

(e) Amount spent on Impact Assessment, if applicable NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) 62.75 Million

(g) Excess amount for set off, if any NA

(INR Million)

Sr. No.	Particulars	Amount
(i)	Two percent of average net profit of the company as per section 135(5)	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

9 (a) Details of Unspent CSR amount for the preceding three Financial Years:

(INR Million)

Sr. No.	Preceding Financial Years	Amount transferred to Unspent CSR Account under section 135 (6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per section 135(5), if any			Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
				Name	Amount	Date of transfer		
1.	2022-23	8.55	-	NA	NA	NA	NA	NA
2.	2021-22	3.43	3.43	Prime Minister National Relief Fund	0.05	29.04.2022		
3	2020-21	4.01*	-	NA	NIL	NA		
	Total	**15.99**	**3.43**		**0.05**			

*Spent in FY2021-22

(b) Details of CSR amount spent in the Financial Year for ongoing projects of the preceding Financial Year(s):

(INR Million)

1	2	3	4	5	6	7	8	9
Sr. No.	**Project ID**	**Name of the Project**	**Financial Year in which the project was commenced**	**Project Duration**	**Total amount allocated for the project**	**Amount spent on the project in the reporting Financial Year**	**Cumulative amount spent at the end of reporting Financial Year**	**Status of the project – Completed / Ongoing**
1.	NA	Education - Pehlay Akshar Teachers Training 21-22	2021-22	2 Years	5.98	2.55	5.98	Completed
2.		Employability Vocational Skill Training: - - Swayam Health 21-22 - - Swayam Drive 21-22 - Swayam Digital 21-22 - Swayam Construction 21-22 - Swayam Skills 21-22 - Swayam Connect 21-22			48.34	0.88	48.34	
	Total				**54.32**	**3.43**	**54.32**	

10 In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year (asset-wise details).

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

NA

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

The Company allocates CSR funds to on-going project(s) which are implemented beyond 1 Financial Year. These projects have set milestones, upon achievement of which, the next tranche(s) of funds is released. A part of the total CSR allocation is ear-marked for such ongoing projects and will be released/utilised in the next Financial Year(s) with the intent to achieve optimal objective of CSR funds, so allocated by the Company.

Manish Tandon
(Chief Executive Officer and Managing Director)

Arvind Nath Agrawal
(Chairman-SCSR Committee)

Date: May 11, 2023
Place: Mumbai

Annexure G to the Board's Report

REPORT ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Particulars pursuant to Section 134(m) of the Companies Act, 2013 read with the Companies (Accounts),Rules, 2014 and other sustainability initiatives]

Part A

Conservation of energy

At Zensar, we remain committed to minimizing our environmental footprint and adhering to broader sustainability goals. As members of the United Nations Global Compact, we align with the 12 Sustainable Development Goals (SDGs) and look forward to accomplishing the ambitious target of achieving net zero greenhouse gas (GHG) emissions by 2040. A concerted effort is made to conserve energy and improve efficiency of infrastructure assets by implementing several energy conservation initiatives in the design of premises.

The Pune campus has been designed with globally accepted benchmark for design, construction, and operation at high performance, and all the infrastructure is energy efficient. The new buildings in Bangalore and Pune are of highest energy efficiency standards and are certified IGBC Platinum Rating Certificate for Green Interiors. The new office building at Kolkata is a Platinum rating by IGBC. All our buildings follow the high standards of resource efficiency aimed at minimum impact on the environment.

In FY 2022-23, the capital expenditure (capex) investments of about INR 13.4 Million has been made for purchase of LED lights, installation of Rooftop Solar, STP plant upgradation, modification of drip irrigation system, AC replacements/ retrofit, etc.

Part B

Technology Absorption

As a digital solutions and technology services major, our robust innovative capabilities and Intellectual Property (IP) form the strategic pillars of our solutions.

Zenlabs, the R&D Centre, focusses on applied research in the areas of Advanced AI and Deep Learning, Generative AI, Conversational Systems, AI Operations for stability maintenance, GIS Map Processing via Computer Vision and RPA besides continued and expanded work on ML Operations, Metaverse and Quantum aligned to industry demands and progress.

The expenditure incurred on Research and Development during the FY 2022-23 was INR 15 Million.

Further, details on energy and water conservation, waste management and technology absorption are set out *inter-alia*, under the Natural capital and Intellectual capital section, respectively which forms part of this Integrated Annual Report.

Part C

Foreign Exchange Earnings and Outgo for FY 2022-23

	(INR Million)
Earnings	17,965
Outgo	178

For and on behalf of the Board of Directors

Place: Mumbai
Dated: May 11, 2023

H. V. Goenka
Chairman

Independent Auditor's Report

To the Members of Zensar Technologies Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Zensar Technologies Limited ("the Company"), which comprise the Balance sheet as at March 31, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the 'Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition *(as described in Notes 2 (a) and 3(a) to the standalone financial statements)*	
The Company engages into various contracts for software development, and maintenance of software/hardware and related services. The contracts with ultimate customers have defined delivery milestones with agreed scope of work and pricing for each milestone based on the nature of service. On the basis of scope of work and terms, the pricing arrangement of these contracts is time and material and/or fixed price. Revenue from fixed price contracts, where the performance obligation is satisfied over a period of time has been recognised using the percentage of completion computed as per the input method based on estimate of total contract costs. Use of percentage -of-completion method requires the determination of the actual efforts or costs expended to date as proportion of estimated total efforts or costs to be incurred.	Our audit procedures include the following: 1. Obtained the understanding of the processes, systems and the controls implemented by the Company for recording and computing revenue and the associated contract assets and unearned revenue; and assessed appropriateness of accounting policy with Ind AS 115. 2. Tested the design and operating effectiveness of management's key internal financial controls around revenue recognition; 3. Tested sample revenue contracts and performed the following procedures to assess whether revenue is appropriately recognised as per principles of Ind AS 115 :

Key audit matters	How our audit addressed the key audit matter
Revenue from time and material contracts is recognised basis the time spent by employee/vendors on a contract as approved by the project manager. Such services are recognised as and when the services are rendered and necessary approvals are obtained. We identified revenue recognition as a key audit matter since : • There is an inherent and presumed fraud risk around the revenue recognition considering application of revenue recognition standard is complex and involves number of key judgements and estimates mainly in identifying performance obligations, related transaction price (including estimates of variable consideration) and estimating the future cost to completion of the fixed price contracts, which is used to determine the percentage of completion of the relevant performance obligation; • Time and material contracts are billed basis approval of effort estimate by project manager and also through customer acceptances in certain cases; and • At year end, significant amount of unbilled revenue related to these contracts are recognised on the balance sheet.	a) Evaluated management's assessment with respect to identification of performance obligation; b) Agreed the transaction price to the underlying contracts; c) In case of time and material type contract, tested samples to verify whether revenue has been correctly recorded based on approved effort estimate by project manager and where applicable, is backed by customer acceptances wherever revenue is invoiced to the customer; d) In respect of fixed price type contracts, tested samples to verify whether management has appropriately accrued revenue as per milestones defined in the contract with necessary approvals and that the estimated cost to complete the contract is appropriate; e) Assessed aging of unbilled revenue as on the balance sheet date and in case of aged items obtained reasons for delays if any and expected timelines for invoicing of the same. f) Performed analytical procedures on unbilled revenue and customer margin's and obtained reasons for significant unexpected variations. g) Obtained and read the disclosures made in the standalone financial statements.
Impairment assessment of Goodwill *(as described in Notes 2 (f) and 33 to the standalone financial statements)*	
As at March 31, 2023, the Company has a goodwill of INR 956 million pertaining to various business combinations which took place in the past. The carrying value of goodwill is tested annually for impairment using discounted cash flow models of recoverable value compared to the carrying value of assets. A deficit between recoverable value and carrying value would result in impairment. Determination of recoverable amount is complex and typically requires a high level of judgment. The key assumptions to the impairment testing model includes: • Projected revenue growth, operating margins and operating cash flows during the forecasted period, • Long-term growth rate beyond explicit forecast period and in perpetuity; and • Discount rate used Due to the inherent uncertainty associated with these assumptions and because of the materiality of the balance to the standalone financial statements of the Company, the matter is considered a key audit matter.	Our audit procedures include the following: 1. Assessed Company's evaluation of identification of cash-generating unit's (CGU) and allocation of goodwill to the respective CGU. 2. Tested design and operating effectiveness of management's key internal controls over the impairment assessment process. 3. Involved our specialists evaluated the appropriateness of the model used and assessed the key assumptions of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates used; in consideration of current and estimated future economic conditions. 4. Compared previous forecasts to actual results for the past two financial years to assess the historical accuracy of the forecasting process. 5. Analyzed the consistency of cash flow forecasts with estimates presented to the Board as part of the Budgeting process. 6. Assessed recoverable value headroom by performing sensitivity analysis of key assumptions. 7. Tested the arithmetic accuracy of the models 8. Obtained and read the disclosures made in the standalone financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the information included in the Directors' Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit

evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial statements/financial information of the branches to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements/ financial information of the components which have been audited by us. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The financial statements of the Company for the year ended March 31, 2022, included in these standalone financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 10, 2022.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 29 to the standalone financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

      iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 37 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 37 to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

      v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

      The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Act.

      As stated in note 10 (a) (ii) to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

      vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Tridevlal Khandelwal**
Partner
Membership Number: 501160
UDIN: 23501160BGYHCO9737

Place of Signature: Mumbai
Date: May 11, 2023

Annexure 1 - Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: Zensar Technologies Limited ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that :

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(i) (a) (B) The Company has maintained proper records showing full particulars of Intangible Assets.

(i) (b) Property, Plant and Equipment have been physically verified by the management during the previous year in accordance with a regular planned programme of verifying them over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(i) (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023. Accordingly, the requirement to report on clause 3 (i) (d) of the Order is not applicable to the Company.

(i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Accordingly, the requirement to report on clause 3 (i) (e) of the Order is not applicable to the Company.

(ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.

(ii) (b) The Company has been sanctioned working capital limits in excess of INR Five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the standalone financial statements, the quarterly returns and statements filed by the Company with such banks are in agreement with the books of account of the Company.

(iii) (a) During the year, the Company has provided interest free loans to other parties (i.e., employees) as follows:

Particulars	Loans (INR in million)
Aggregate amount granted during the year	
- Others (i.e., employees)	1
Balance outstanding as at the balance sheet date	
- Others (i.e., employees)	0

Other than the above the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties .

(iii) (b) The terms and conditions of the grant of loans to other parties (i.e., employees) are not prejudicial to the Company's interest. During the year the Company has not made any investments, provided guarantees, or given security.

(iii) (c) The Company has granted interest free loans during the year to other parties (i.e., employees) where the schedule of repayment of principal has been stipulated and the repayment or receipts are regular.

(iii) (d) There are no amounts of loans to other parties (i.e., employees) which are overdue for more than ninety days. Accordingly, the requirement to report on clause 3 (iii) (d) of the Order in respect of employees is not applicable.

(iii) (e) There were no loans granted to other parties (i.e., employees) which has fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(iii) (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3 (iii) (f) of the Order is not applicable to the Company.

(iv) There are no loans, guarantees, and security in respect of which provisions of section185 and section 186 of the Companies Act, 2013 ('the Act') are applicable . The Company has made investments which is in compliance with the provisions of section 186 of the Act .

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

(vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. According to the information and explanations given to us and based on audit procedures performed by us, undisputed dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Statement of Arrears of Statutory Dues Outstanding for More than Six Months

Name of the Statute	Nature of the Dues	Amount (INR Million)	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
The Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Provident Fund	3	September 2017 till September 2022	Various dates commencing from October 2017 till date .	NA	The Company has been unable to make the payment for certain employees due to certain operational challenges in linking / activating their UAN no.

(vii) (b) The dues of income-tax, sales-tax, service tax, excise duty and value added tax which have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (INR million)**	Period to which amount relates	Forum where the dispute is pending
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	5	2009-10	Sales tax tribunal
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	7	2011-12	Sales tax tribunal
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	8	2013-14	Sales tax tribunal
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	17	2014-15	Sales tax tribunal
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	8	2015-16	Sales tax tribunal
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	2	2016-17	Deputy commissioner of Sales Tax
Maharashtra Value added Tax Act, 2002	Sales Tax and Value Added Tax	5	2017-18	Joint commissioner of Sales Tax

Name of the statute	Nature of the dues	Amount (INR million)**	Period to which amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	31	2001-02	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	44	2003-04	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	1	2006-07	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	0#	2007-08	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	0#	2008-09	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	7	2010-11	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	28	2015-16	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	1	2019-20	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	0#	2006-07	Assessing officer
Goods and Service Tax Act, 2017	Goods and Service Tax	2	2017-18	Commissioner Appeals
Goods and Service Tax Act, 2017	Goods and Service Tax	5	2017-18 to 2020-21	Commissioner Appeals

** The Company has deposited amounts under protest against above dues – INR 5 million with sales tax authorities, INR 73 million with Income tax authorities, INR 1 million with GST authorities.

# denotes amount less than INR 1 Mn.

The above list excludes discussion with the regional provident fund authority pursuant to receipt of an enquiry letter for the period from April 2010 till March 2018. Pending receipt of the final order, the amount is currently not ascertainable.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Accordingly, the requirement to report on clause 3 (ix) (a) of the Order is not applicable to the Company.

(ix) (b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

(ix) (c) The Company did not have any term loans outstanding during the year. Accordingly, the requirement to report on clause 3 (ix) (c) of the Order is not applicable to the Company.

(ix) (d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(ix) (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company did not have any associates or joint ventures during the year.

(ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. The Company did not have any associates or joint ventures during the year.

(x) (a) The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments). Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(x) (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partially or optionally convertible) during the year. Accordingly, the requirement to report on clause 3(x) (b) of the Order is not applicable to the Company

(xi) (a) No material fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the cost auditor or the secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(xi) (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clauses 3(xii)(a), 3 (xii) (b) and 3 (xii) (c) of the Order are not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

(xiv)(a) The Company has an internal audit system commensurate with the size and nature of its business.

(xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly the requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(xvi)(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi) (b) of the Order is not applicable to the Company.

(xvi)(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.

(xvi)(d) The Group has total three Core Investment Companies as part of the Group.

(xvii) The Company has not incurred cash losses in the current financial year and immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 36 (v) to the standalone financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(xx) (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 22(a) to the standalone financial statements.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Tridevlal Khandelwal**
Partner
Membership Number: 501160
UDIN: 23501160BGYHCO9737

Place of Signature: Mumbai
Date: May 11, 2023

Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Zensar Technologies Limted

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Zensar Technologies Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Tridevlal Khandelwal**
Partner
Membership Number: 501160
UDIN: 23501160BGYHCO9737

Place of Signature: Mumbai
Date: May 11, 2023

Standalone Balance Sheet

(All amounts in INR Mn, unless otherwise stated)

Standalone Balance Sheet as at	Notes	March 31, 2023	March 31, 2022
Assets			
Non-current assets			
(a) Property, plant and equipment	4	809	1,028
(b) Right of use assets	30	1,326	1,632
(c) Capital work-in-progress		-	9
(d) Goodwill	33	956	956
(e) Other intangible assets	5	170	282
(f) Financial assets			
i. Investments	6 (a)	6,914	4,043
ii. Other financial assets	6 (f)	283	147
(g) Income tax assets (net)	16 (a)	271	255
(h) Deferred tax assets (net)	7	126	143
(i) Other non-current assets	8	46	50
Total Non-current assets		**10,901**	**8,545**
Current assets			
(a) Financial assets			
i. Investments	6 (b)	4,509	1,636
ii. Trade receivables	6 (c)	7,208	9,291
iii. Cash and cash equivalents	6 (d)	661	866
iv. Other balances with banks	6 (e)	2,435	3,468
v. Other financial assets	6 (g)	1,464	1,264
(b) Other current assets	9	527	522
Total current assets		**16,804**	**17,047**
Total assets		**27,705**	**25,592**
Equity and liabilities			
Equity			
(a) Equity share capital	10 (a)	453	452
(b) Other equity			
i. Reserves and surplus	10 (b)	22,591	20,393
ii. Other components of equity	10 (d)	(17)	(27)
Total equity		**23,027**	**20,818**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
Lease liabilities	11 (b)	1,225	1,466
(b) Provisions	13	42	37
(c) Employee benefit obligations	14	180	185
Total non-current liabilities		**1,447**	**1,688**
Current liabilities			
(a) Financial liabilities			
ii. Lease liabilities	11 (b)	412	466
ii. Trade payables	12		
- Total outstanding dues of micro and small enterprises		41	76
- Total outstanding dues of creditors other than micro and small enterprises		680	1,037
iii. Other financial liabilities	11 (a)	944	905
(b) Employee benefit obligations	14	220	173
(c) Other current liabilities	15	640	229
(d) Income tax liabilities (net)	16 (a)	294	200
Total current liabilities		**3,231**	**3,086**
Total liabilities		**4,678**	**4,774**
Total equity and liabilities		**27,705**	**25,592**

The accompanying notes form an integral part of the standalone financial statements
As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No:324982e/E300003

per Tridevlal Khandelwal
Partner
Membership No: 501160

Place: Mumbai
Date: May 11, 2023

For and on behalf of the Board of Directors of
Zensar Technologies Limited

H.V. Goenka
Chairman
DIN: 00026726

Manish Tandon
CEO and Managing Director
DIN: 07559939

Sachin Zute
Chief Financial Officer

Gaurav Tongia
Company Secretary

Place: Mumbai
Date: May 11, 2023

Standalone Statement of Profit and Loss

(All amounts in INR Mn, except earnings per share)

Standalone Statement of Profit and Loss for the	Notes	Year ended March 31, 2023	Year ended March 31, 2022
Income			
(a) Revenue from operations	17	18,234	16,289
(b) Other income (net)	18	1,517	1,340
Total income		**19,751**	**17,629**
Expenses			
(a) Purchase of traded goods		19	42
(b) Employee benefits expense	19	12,800	10,544
(c) Subcontracting costs		187	206
(d) Finance costs	20	180	297
(e) Depreciation, amortisation and impairment expense	21	755	883
(f) Other expenses	22	1,776	1,351
Total expenses		**15,717**	**13,323**
Profit before tax		**4,034**	**4,306**
Tax expense	24		
(a) Current tax		942	972
(b) Deferred tax		8	123
Total tax expense		**950**	**1,095**
Profit for the year		**3,084**	**3,211**
Other comprehensive income / (loss)			
I) **(a) Items that will not be reclassified to profit or loss**			
- Remeasurements of defined employee benefit plans	14	132	(51)
(b) Income tax relating to items that will not be reclassified to profit or loss	24	(33)	18
		99	(33)
II) **(a) Items that will be reclassified to profit or loss**			
- Effective portion of gain / (loss) on designated portion of hedging instruments in a Cash Flow Hedge (net)	10 (d)	19	(44)
(b) Income tax relating to items that will be reclassified to profit or loss	10 (d)	(9)	16
		10	(28)
Other comprehensive income / (loss) for the year, net of tax		**109**	**(61)**
Total comprehensive income / (loss) for the year		**3,193**	**3,150**
Earnings per share - [Face value INR 2 each]	32		
- Basic		13.62	14.21
- Diluted		13.55	14.09

The accompanying notes form an integral part of the standalone financial statements
As per our report of even date

For S R B C & CO LLP
Chartered Accountants
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per Tridevlal Khandelwal
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Chief Financial Officer

Gaurav Tongia
Company Secretary

Place: Mumbai
Date: May 11, 2023

Equity share capital

Balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
451	1	452
Balance as at April 1, 2022	**Changes in equity share capital during the year**	**Balance as at March 31, 2023**
452	1	453

Particulars	Reserves and Surplus						Other components of equity		Total
	Capital redemption reserve	Share based payment reserve	Securities premium	Retained earnings	General reserve	Special economic zone re-investment reserve	Cash flow hedging reserve	Foreign currency translation reserve	
Balance as at April 1, 2021	**44**	**149**	**302**	**6,461**	**10,694**	**255**	**1**	**-**	**17,906**
Profit for the year	-	-	-	3,211	-	-	-	-	3,211
Effective portion of gain / (loss) on Cash Flow Hedge (net).	-	-	-	-	-	-	(28)	-	(28)
Remeasurements of defined employee benefit plans (net of tax)				(33)					(33)
Total comprehensive income for the year	**-**	**-**	**-**	**3,178**	**-**	**-**	**(28)**	**-**	**3,149**
Transaction with owners in their capacity as owners:									
Equity Dividends paid	-	-	-	(881)	-	-	-	-	(881)
Recognition of Employee Share based payment expense	-	160	-	-	-	-	-	-	160
Transferred (from) Share based payment reserve / to Securities premium on exercise of stock options	-	(84)	84	-	-	-	-	-	-
Received on exercise of stock options	-	-	31	-	-	-	-	-	31
Transferred to Retained Earnings	-	-	-	255	-	(255)	-	-	-
Transferred to Special economic zone re-investment reserve	-	-	-	(588)	-	588	-	-	-
Balance as at March 31, 2022	**44**	**225**	**417**	**8,425**	**10,694**	**588**	**(27)**	**-**	**20,365**

Particulars	Reserves and Surplus						Other components of equity		Total
	Capital redemption reserve	Share based payment reserve	Securities premium	Retained earnings	General reserve	Special economic zone re-investment reserve	Cash flow hedging reserve	Foreign currency translation reserve	
Profit for the year	-	-	-	3,084	-	-	-	-	3,084
Effective portion of gain / (loss) on Cash Flow Hedge (net).	-	-	-	-	-	-	10	-	10
Remeasurements of defined employee benefit plans (net of tax)	-	-	-	99	-	-	-	-	99
Total comprehensive income for the year	**-**	**-**	**-**	**3,183**	**-**	**-**	**10**	**-**	**3,193**
Transaction with owners in their capacity as owners:									
Equity Dividends paid	-	-	-	(1,132)	-	-	-	-	(1,132)
Recognition of Employee Share based payment expense	-	143	-	-	-	-	-	-	143
Transferred (from) Share based payment reserve / to Retained earnings on cancellation of vested stock options	-	(121)	-	121	-	-	-	-	-
Transferred (from) Share based payment reserve / to Securities premium on exercise of stock options	-	(41)	41	-	-	-	-	-	-
Received on exercise of stock options	-	-	4	-	-	-	-	-	4
Transferred to Retained Earnings	-	-	-	156	-	(156)	-	-	-
Balance as at March 31, 2023	**44**	**206**	**462**	**10,753**	**10,694**	**432**	**(17)**	**-**	**22,574**

The accompanying notes form an integral part of the standalone financial statements
As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No:324982e/E300003

per Tridevlal Khandelwal
Partner
Membership No: 501160

Place: Mumbai
Date: May 11, 2023

For and on behalf of the Board of Directors of
Zensar Technologies Limited

H.V. Goenka
Chairman
DIN: 00026726

Manish Tandon
CEO and Managing Director
DIN: 07559939

Sachin Zute
Chief Financial Officer

Gaurav Tongia
Company Secretary

Standalone Statement of Cash Flows for year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

Particulars	Year ended March 31, 2023		Year ended March 31, 2022	
Cash flow from operating activities				
Profit before tax		4,034		4,306
Adjustments for:				
Depreciation, amortisation and impairment expense	755		883	
Employee share based payment expense	170		22	
Profit on sale of investments (mutual funds)	(137)		(68)	
Changes in fair value of financial assets/liabilities measured at fair value through profit and loss	(76)		(115)	
Dividend income	(505)		(321)	
Interest income	(307)		(189)	
Income on financial assets measured at amoritsed cost	(12)		-	
Interest expense	176		293	
(Profit) / loss on sale of property, plant and equipment and intangible assets (net)	(25)		(0)	
Provision for doubtful debts and advances (net)	(1)		(89)	
Bad debts written off	0		45	
Provisions no longer required and credit balances written back	(3)		(34)	
Unrealised exchange (gain) / loss (net)	84	119	(113)	314
Operating profit before working capital changes		**4,153**		**4,620**
Change in assets and liabilities				
(Increase)/ decrease in trade receivables and Unbilled revenues	1,711		(3,206)	
(Increase)/ decrease in other assets	248		(152)	
Increase/ (decrease) in trade payables, other liabilities and provisions	196		268	
Increase/ (decrease) in employee benefit obligations	78	2,233	(41)	(3,131)
Cash generated from operations		**6,386**		**1,489**
Income taxes paid (net of refunds)		(897)		(970)
Net cash generated from / (used in) operating activities		**5,489**		**519**
Cash flow from investing activities				
Purchases of Property, plant and equipment and intangible assets	(196)		(449)	
Investment in subsidiaries	-		(1,111)	
Acquisition of a Company	-		(178)	
Sale of Property, plant and equipment and intangible assets	33		0	
Fixed Deposits placed	(2,512)		(3,545)	
Fixed Deposits redeemed	3,395		3,512	
Purchase of investments (Mutual Funds)	(19,465)		(15,450)	
Sale of investments (Mutual Funds)	17,589		17,317	
Purchase of investments (Deposits, Non Convertible Debentures and Commercial Papers)	(4,789)		(272)	
Sale of investments (Deposits, Non Convertible Debentures and Commercial Papers)	1,133		519	
Interest income received	202		157	
Dividend income received	505		321	
Net cash flows from / (used in) investing activities		**(4,105)**		**821**
Cash flow from financing activities				
Proceeds from issue of equity shares	4		32	
Dividend on equity shares	(1,132)		(881)	
Interest paid	(4)		(3)	
Payment of lease liabilities	(457)		(477)	
Net cash flows from / (used in) financing activities		**(1,589)**		**(1,329)**
Effect of exchange differences on translation of cash and cash equivalents		-		-
Net increase/(decrease) in cash and cash equivalents		**(205)**		**11**
Cash and cash equivalents at the beginning of the year		866		855
Cash and cash equivalents at the end of the year		661		866

Notes:

1. The above Standalone Statement of Cash Flows has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows.

2. Cash and cash equivalents comprise of: refer note 6(d)

	As at March 31, 2023	As at March 31, 2022
Cash on hand	-	-
Funds in transit	149	182
Cheques on hand	-	-
Balances with Banks:		
- In current accounts	82	175
- Deposits having original maturity of less than three months	430	509
Total	**661**	**866**

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No:324982e/E300003

per Tridevlal Khandelwal
Partner
Membership No: 501160

Place: Mumbai
Date: May 11, 2023

For and on behalf of the Board of Directors of
Zensar Technologies Limited

H.V. Goenka
Chairman
DIN: 00026726

Manish Tandon
CEO and Managing Director
DIN: 07559939

Sachin Zute
Chief Financial Officer

Gaurav Tongia
Company Secretary

Place: Mumbai
Date: May 11, 2023

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

1. Corporate Information

Zensar Technologies Limited ("Company") is a public limited company incorporated and domiciled in India and has registered office at Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar road, Pune, Maharashtra, India. The Company is listed on BSE Limited and National Stock Exchange of India Limited. The Company is engaged in providing a complete range of IT Services and Solutions. The Company's industry expertise spans across Manufacturing, Retail, Media, Banking, Insurance, Healthcare and Utilities.

The Standalone Financial Statements ("financial statements") for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on May 11, 2023.

The Financial Statements are presented in INR and all amounts disclosed in the financial statements have been rounded off to nearest Mn, unless otherwise stated.

Basis of preparation:

Compliance with Ind AS:

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, presentation requirements of Division II of Schedule III to the Act as applicable to the consolidated financial statements and other relevant provisions of the Act.

i. Historical cost convention:

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) which are measured at fair value;
- defined benefit plans - plan assets measured at fair value;
- share- based payments and
- assets and liabilities arising in a business combination

ii. Current versus Non-current classification:

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their settlement in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

iii. Presentation and Functional currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional currency of the Company is Indian Rupee (INR) and these financial statements are prepared in INR which is the presentation currency.

2. Summary of significant accounting policies

a) Revenue Recognition:

The Company earns revenue primarily from software development, maintenance of software/hardware and related services, and sale of software licenses.

The Company's contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved, in writing, by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. At the inception of every contract, transaction price and performance obligations are determined. Transaction price reflect amount of consideration expected to be received in exchange for transferring goods and services plus estimate of variable consideration i.e. discounts, price concession, rebates etc. Transaction price is allocated to identifiable performance obligations in a manner that depicts exchange for transferring of promised goods and services. Volume discounts are recorded as a reduction of revenue. When the amount of discount varies with the levels of revenue, volume discount is recorded based on estimate of future revenue from the customer.

The Company applies judgement to determine whether each product or services promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised product or services are combined and accounted as a single performance obligation. The Company allocates the transaction price to separately identifiable performance obligations based on their relative stand-alone selling price. In cases where the Company is unable to determine the stand-alone selling price the Company uses expected cost-plus margin approach in estimating the stand-alone selling price.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

i. Time and material contracts:

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

ii. Fixed- price contracts:

Revenue for fixed-price contracts where performance obligations are satisfied over time is recognised using percentage-of-completion method. In respect of such fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs/ efforts incurred (input) determining the degree of completion of the performance obligation.

iii. Sale of licenses:

Revenue from licenses where the customer obtains a "right to use "the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

b) Income Tax:

Income tax comprises current and deferred tax. Income tax expense is recognized in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

i. Current Income Tax:

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the period.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

ii. Deferred Tax:

Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Company offsets deferred tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred Tax includes MAT credit, if any and it is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 for a specified period. Credit on account of MAT is recognized as an asset based on the management's estimate of its recoverability in the future.

c) Leases:

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company assesses whether a contract contains a lease, at inception of a contract. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset.

Company as a lessee:

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

individual asset basis unless the asset does not generate cashflows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU asset are separately presented in the Balance Sheet and lease payments are classified as cash flows used in financing activities.

Company as a lessor:

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight- line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 "Revenue from Contracts with Customers" to allocate the consideration in the contract.

d) Foreign Currency Translation:

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated at the exchange rate prevailing on the reporting date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not restated.

Assets and liabilities of branches with functional currency other than the functional currency of the Company have been translated using exchange rates prevailing on the reporting date. Statement of profit and loss of such entities has been translated using weighted average exchange rates. Translation adjustments have been reported as Foreign Currency Translation Reserve in the Statement of Changes in Equity through Other Comprehensive Income (OCI).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

e) Business Combinations:

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of acquisition date fair values of the assets transferred by the Company, liabilities, including contingent liabilities assumed by the Company to the former owners of the acquiree and the

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

equity interests issued by the Company in exchange for control of the acquiree. Acquisition related costs are generally recognized in profit or loss as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

Intangible assets acquired in business combination are measured at fair value as of the date of acquisition less accumulated amortisation and accumulated impairment losses, if any.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with Ind AS 109 Financial Instruments or Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets, with the corresponding gain or loss being recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

f) Impairment of non-financial assets:

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

g) Cash and Cash Equivalents:

For the purposes of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, in banks and demand deposits with original maturities of three months or less that are readily convertible to known amounts of cash and cash equivalents which are subject to insignificant risk of changes in value and net of outstanding bank overdraft. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

h) Investments and other financial assets and liabilities:

i. Classification:

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial liabilities are measured at amortised cost using the effective interest method.

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

ii. Initial recognition:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

iii. Measurement:

Financial assets carried at amortized cost:

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company intends to hold its investment in open ended target maturity funds till maturity. It may be noted that these funds have a pre-determined maturity date. These funds follow a passive buy and hold strategy; in which the existing underlying investment bonds are expected to be held till maturity unless sold for meeting redemptions or rebalancing requirements as stated in the scheme document. In our view, such strategy mitigates intermittent price volatility in open ended target maturity funds' underlying investments; and investors who remain invested until maturity are expected to mitigate the market/volatility risk to a large extent. Based on this, the Company believes that the investments in open ended target maturity funds meet the requirements of SPPI (solely payments of principal and interest) test as per the requirements of Ind AS 109.

Financial assets at fair value through other comprehensive income (FVTOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial assets at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date following the change in business model. The Company does not restate any previously recognised

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

gains, losses (including impairment gains or losses) or interest.

iv. Impairment of financial assets (other than at fair value):

The Company assesses at each reporting date whether a financial asset or a group of financial assets and contract assets (unbilled revenue) is impaired. The Company recognises loss allowances, in accordance with IND AS 109, using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables and unbilled revenue with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain or loss in the statement of profit or loss.

v. Investments in subsidiaries: The Company accounts for its investment in subsidiaries at cost, less impairment losses if any.

i) Interest and Dividend income:

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

j) Derivatives and hedging activities:

The Company designates certain foreign exchange forward, currency options and futures contracts as hedge instruments in respect of foreign exchange risks. These hedges are accounted for as cash flow hedges/fair value hedges, as applicable.

The Company uses hedging instruments that are governed by the policies of the Company which are approved by Board of Directors. The policies provide written principles on the use of such financial derivatives consistent with the risk management strategy of the Company. The Company enters into derivative financial instruments where the counterparty is primarily a bank.

The hedge instruments are designated and documented as hedges at the inception of the contract. The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at inception and on an ongoing basis. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified in net foreign exchange gains/loss in the statement of profit and loss.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment
- Hedges of a net investment in a foreign operation

Subsequent to initial recognition, derivative financial instruments are measured as described below:

Cash flow hedges:

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and held in cash flow hedging reserve, net of taxes, a component of equity, to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the statement of profit and loss and reported within foreign exchange gains/(losses), net within results from operating activities. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs.

The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the statement of profit and loss upon the occurrence of the related forecasted transaction.

The Company enters into the contracts that are effective as hedges from an economic perspective but may not qualify for hedge accounting. The change in the fair value of such instrument is recognised in the statement of profit and loss.

k) Offsetting financial instruments:

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

l) Property, plant and equipment:

i. Recognition and measurement:

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Freehold land is carried at historical cost.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced.

All other repairs and maintenance costs are charged to profit and loss in the reporting period in which they occur.

An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit or loss.

The cost of property, plant and equipment not available for use before year end date are disclosed under capital work- in-progress, net of impairment losses, if any and are not depreciated.

An asset's carrying amount is written down immediately to its recoverable amount if the carrying amount o the assets or cash generating unit (CGU) as applicable, is greater than its estimated recoverable amount. An impairment loss is recognised in the statement of profit and loss.

ii. Depreciation:

The Company depreciates property, plant and equipment on a straight-line basis as

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

per the estimated useful lives prescribed in Schedule II of the Companies Act 2013, except in respect of the following assets:

Class of asset	Useful life as per Schedule II	Useful life followed by Company based on technical evaluation
Networking Equipments and Servers (classified under Data Processing Equipments)	6 years	4 years
Vehicles	8 years	5 years
Electrical Installations and Equipments	10 years	5 years

Assets acquired under leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

m) Intangible Assets:

Intangible assets other than those acquired in a business combination are measured at cost at the date of acquisition.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Research costs are expensed as incurred. Internally generated intangible asset arising from development activity is recognized at cost on demonstration of its technical feasibility, the intention and ability of the Company to complete, use or sell it, only if, it is probable that the asset would generate future economic benefit and the expenditure attributable to the said assets during its development can be measured reliably.

An item of Intangible assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

Amortisation periods and methods for all Intangible Assets, including those arising from business combination:

Intangible assets are amortized on straight line basis over their estimated useful lives which are as follows:

Class of Intangible Assets	Useful life followed by the Company
Softwares (acquired)	1-5 years
Softwares (internally generated)	3-5 years
Non-compete agreements	3-6 years
Customer relationship	4-10 years
Customer contracts	1 -3 years
Brand	3-5 years

The estimated useful life of amortizable intangible assets are reviewed and where appropriate are adjusted, annually.

n) Provisions and contingent liabilities:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material)

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

The Company uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

o) Employee benefits:

i. Post-employment and pension plans:

The Company participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

The Company has the following employee benefit plans:

Provident Fund:

Employees receive benefits from a provident fund, which is a defined benefit plan. The employer and employees each make periodic contributions to the plan. Provident fund contributions are made to a trust administered by the Company. The contributions to the trust managed by the Company are accounted for as a defined benefit plan as the Company is liable for any shortfall, if any with respect to the rate of return based on the government specified minimum rates of return.

The Company's liability is actuarially determined (using Projected Unit Credit method) at the end of the year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise. The contributions made to the trust are recognised as plan assets. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

Defined contribution plans

The Company provides benefits such as superannuation, provident fund (other than Company managed fund) and foreign defined contribution plans to its employees which are treated as defined contribution plans.

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

Gratuity:

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Scheme. The Gratuity plan provides for a lump sum payment to eligible employees, at retirement, death, incapacitation or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the Life Insurance Corporation of India (LIC). The Company's obligation in respect

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

of the gratuity plan, is provided for based on actuarial valuation using the projected unit credit method. The Company recognises actuarial gains and losses immediately in other comprehensive income, net of taxes.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

ii. Short-term benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related services are provided. Liabilities for wages and salaries including the amount expected to be paid under short-term cash bonus or profit sharing plans, expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

iii. Compensated absences:

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement.

The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year, as applicable. Actuarial losses/ gains are recognized in the Statement of Profit and Loss in the year in which they arise.

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are classified under current liabilities and balance under non-current liabilities.

iv. Share-based payments:

Selected employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

The cost under employee benefits expense is recognised, together with a corresponding change in Share Based Payment Reserves under Other Equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest.

Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

p) Contributed Equity:

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

q) Dividends:

Dividend on share is recorded as liability on the date of approval by the shareholders in case of final dividend or by the board of directors in case of interim dividend. A corresponding amount is recognized directly in equity.

r) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange are valued using the closing price as at the reporting period.

Level 2: Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) but is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument as observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

The Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operations.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

s) Operating Segments

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided.

The Board of Directors examines the Company's performance based on the services, products and geographic perspective and has identified below mentioned reportable segments of its business as follows:

Digital and Application Services (DAS): Custom Applications Management Services that include Application Development, Maintenance, Support, Modernisation and Testing Services across a wide technology spectrum and Industry verticals.

Digital Foundation Services (DFS): Infrastructure management services includes Hybrid IT, Digital workplace, Dynamic Security and Unified IT provided under managed service platform using automation, autonomics and machine learning.

The Board of Directors monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

t) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

u) Earnings per share:

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

2.1 Recent accounting pronouncements

MCA issued amendments to certain Indian Accounting Standards (called as "Companies (Indian Accounting Standards) Amendment Rules, 2022") which were applicable from 1 April 2022 and these amendments didn't have a significant impact on the financial statements.

On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015, and issued rules called as Companies (Indian Accounting Standards) Amendment Rules, 2023 which are applicable from 1 April 2023. Key amendments are summarised below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' which will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The Company have evaluated these accounting pronouncements and does not expect the amendments to have significant impact on its financial statements.

3. Critical estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and the accompanying disclosures and including the disclosure of contingent liabilities as at the reporting date. However, any change in these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

The areas involving critical estimates and/or judgements are:

a Revenue recognition

A portion of the Company's business relates to fixed price contracts which is accounted using percentage of completion method, recognizing revenue as the performance on the contract progresses. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date (input method) as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. This requires management to make judgement with respect to identifying contracts for which revenue need to be recognised over a period of time, depending upon when the customer consumes the benefit, when the control is passed to customer, and whether the Company has right to payment for performance completed till date, either contractually or legally.

b Income and Deferred taxes

Significant judgements are involved in determining the provision for income taxes, including judgment on whether tax positions are probable of being sustained in tax assessments. The management considers the probability of an unfavourable outcome while deciding on the need of accrual of tax with respect to ongoing tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. Refer note 2(b) for Accounting policy in this regard. Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date, as explained under Note 2 (b) (ii). The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

Notes accompanying the Standalone Financial Statements as at and for the year ended March 31, 2023

c Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy for the same has been explained under note 2(l).

d Impairment of Investments

The Company reviews its carrying value of investments in subsidiaries and other entities annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

e Business combinations

In accounting for business combinations, judgement is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets acquired, and liabilities and contingent consideration involves management judgement. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgements, estimates, and assumptions can materially affect the results of operations.

f Goodwill

Goodwill is tested for impairment annually once or when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit to which such goodwill pertains is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

g Defined benefit obligation

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Also refer note 14.

h Employee stock options

The Company initially measures the cost of equity-settled transactions with employees using a Black Scholes Options Pricing model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model and the performance of the Company, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 31.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

4 Property, plant and equipment

Particulars	Buildings	Leasehold Improvements	Electrical Installations and equipments	Furniture and Fixtures	Office Equipments	Data Processing Equipments	Vehicles	Total
Gross carrying amount								
As at April 1, 2022	**405**	**363**	**149**	**194**	**109**	**1,301**	**31**	**2,552**
Additions	3	-	13	6	2	84	8	116
Disposals	-	(29)	(1)	(4)	(0)	(52)	(15)	(101)
Exchange translation differences	-	-	-	-	-	0	-	0
Gross carrying amount as at March 31, 2023	**408**	**334**	**161**	**196**	**111**	**1,333**	**24**	**2,567**
Accumulated Depreciation								
As at April 1, 2022	**129**	**191**	**119**	**113**	**83**	**868**	**21**	**1,524**
Depreciation	19	47	12	16	12	218	3	327
Disposals	-	(29)	(1)	(2)	(0)	(50)	(11)	(93)
Exchange translation differences	-	-	-	-	(0)	(0)	-	(0)
Accumulated depreciation as at March 31, 2023	**148**	**209**	**130**	**127**	**95**	**1,036**	**13**	**1,758**
Net carrying amount as at March 31, 2023	**260**	**125**	**31**	**69**	**16**	**297**	**11**	**809**

Particulars	Buildings	Leasehold Improvements	Electrical Installations and equipments	Furniture and Fixtures	Office Equipments	Data Processing Equipments	Vehicles	Total
Gross carrying amount								
As at April 1, 2021	**405**	**362**	**149**	**194**	**109**	**937**	**26**	**2,182**
Additions	-	1	0	-	1	372	5	379
Disposals	-	-	(0)	-	(1)	(8)	-	(9)
Exchange translation differences	-	-	0	-	(0)	(0)	-	0
Gross carrying amount as at March 31, 2022	**405**	**363**	**149**	**194**	**109**	**1,301**	**31**	**2,552**
Accumulated Depreciation								
As at April 1, 2021	**111**	**141**	**105**	**97**	**69**	**700**	**18**	**1,241**
Depreciation	18	50	14	16	15	176	3	292
Disposals	-	-	(0)	-	(1)	(8)	-	(9)
Exchange translation differences	-	-	-	-0	0	0	-	0
Accumulated depreciation as at March 31, 2022	**129**	**191**	**119**	**113**	**83**	**868**	**21**	**1,524**
Net carrying amount as at March 31, 2022	**276**	**172**	**30**	**81**	**26**	**433**	**10**	**1,028**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

5 Other intangible assets

Particulars	Softwares (Acquired)	Softwares (Internally generated)	Customer Relationship	Non Compete Agreements	Brand	Customer contracts	Total
Gross carrying amount							
As at April 1, 2022	279	150	375	16	8	8	836
Additions	8	-	-	-	-	-	8
Disposals	(118)	-	-	(16)	-	-	(134)
Exchange Difference	0	-	-	-	-	-	0
Gross carrying amount as at March 31, 2023	169	150	375	-	8	8	709
Accumulated Amortisation							
As at April 1, 2022	259	76	187	16	8	8	554
Amortisation	26	56	37	-		-	119
Disposals	(117)	-	-	(16)	-	-	(134)
Exchange Difference	-	-	-	-	-	-	-
Accumulated amortisation as at March 31, 2023	168	132	224	-	8	8	540
Net carrying amount as at March 31, 2023	1	18	151	-	-	-	170

Particulars	Softwares (Acquired)	Softwares (Internally generated)	Customer Relationship	Non Compete Agreements	Brand	Customer contracts	Total
Gross carrying amount							
As at April 1, 2021	316	150	375	16	8	8	873
Additions	116	-	-	-	-	-	116
Disposals	(153)	-	-	-	-	-	(153)
Exchange Difference	-	-	-	-	-	-	-
Gross carrying amount as at March 31, 2022	279	150	375	16	8	8	836
Accumulated Amortisation							
As at April 1, 2021	276	26	150	16	6	8	482
Amortisation	136	50	37	-	2	-	225
Disposals	(153)	-	-	-	-	-	(153)
Exchange Difference	-	-	-	-	-	-	-
Accumulated amortisation as at March 31, 2022	259	76	187	16	8	8	554
Net carrying amount as at March 31, 2022	20	74	188	-	-	-	282

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

6 Financial Assets

6 (a) Investments [Non-current]

	As at March 31, 2023	As at March 31, 2022
Investments carried at Fair Value through Other Comprehensive Income (FVOCI)		
Investment in equity instruments - Quoted		
100 (March 31, 2022 : 100) Equity Shar es of INR 10 e ach fully paid up in CFL Capital Financial Services Limited	0	0
Sub Total	**0**	**0**
Investment in equity instruments - Unquoted		
100 (March 31, 2022: 100) Equity Shar es of INR 9 each fully paid-up in Spencer & Company Limited	0	0
Sub Total	**0**	**0**
Investments carried at cost		
Investment in equity instruments of subsidiary companies - Unquoted		
Zensar Technologies Inc.		
237,500 (March 31, 2022: 237,500) Shar es having an aggregate cost of US$ 31,000,000 (March 31, 2022: US$ 31,000,000)	2,249	2,249
Zensar Technologies (Singapore) Pte Limited		
300,000 (March 31, 2022: 300,000) Equity Shares of SGD 1 e ach	8	8
Less : Provision for impairment in the value of investments	(8)	(8)
Zensar Technologies (UK) Limited		
50,000 (March 31, 2022: 50,000) Equity Shares of GBP 1 e ach	4	4
Zensar (Africa) Holdings Pty Limited		
100 (March 31, 2022: 100) Shar es of an aggregate cost of ZAR 1,000,000	6	6
M3BI India Private Limited		
14,351 (Mar ch 31, 2022: 14,351) Equity Shar es of INR 10 e ach fully paid up (Refer note 35 (c))	178	178
Sub Total	**2,438**	**2,438**
Quoted Investments carried at Fair value through Profit and Loss (FVTPL)		
- Mutual Funds	1,082	1,605
- Non Convertible Debentures	103	-
Quoted Investments carried at Amortised Cost		
- Mutual Funds	1,570	-
- Non Convertible Debentures	1,072	-
Unquoted Investments carried at Amortised Cost		
- Corporate Deposits	650	-
Total Non-current Investments	**6,914**	**4,043**
Aggregate amount of quoted investments	3,826	1,605
Aggregate amount of unquoted investments	3,096	2,446
Aggregate amount of impairment in the value of investments	8	8

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

6 (b) Investments [Current]

Particulars	As at March 31, 2023	As at March 31, 2022
Quoted Investments carried at FVTPL		
- Mutual Funds	2,675	1,636
Quoted Investments carried at Amortised Cost		
- Non Convertible Debentures	795	-
- Commercial Papers	189	-
Unquoted Investments carried at Amortised Cost		
- Corporate Deposits	850	-
Total	**4,509**	**1,636**
Aggregate amount of quoted investments	3,659	1,636
Aggregate amount of unquoted investments	850	-

6 (c) Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Quoted Investments carried at FVTPL		
(Unsecured, considered good unless otherwise stated)		
Considered good	7,208	9,291
Credit impaired	128	128
	7,336	**9,419**
Less: Allowance for credit loss	(128)	(128)
Total	**7,208**	**9,291**

For ageing, refer Note 36

6 (d) Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Funds in transit	149	182
Balances with banks :		
- In current accounts	82	175
- Deposits having original maturity of less than three months	430	509
Total	**661**	**866**

6 (e) Other balances with banks

Particulars	As at March 31, 2023	As at March 31, 2022
Earmarked Balances with Banks - Unclaimed Dividend	23	23
Deposits having remaining maturity of less than 12 months	2,412	3,445
Total	**2,435**	**3,468**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

6 (f) Other financial assets : Non-current

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Bank Deposits having remaining maturity of more than 12 months	150	-
Interest accrued on Deposits	24	-
Security deposits		
Considered good	109	147
Credit impaired	11	11
	120	**158**
Less: Allowance for credit loss	(11)	(11)
	109	**147**
Amount deposited under protest		
Considered good	-	-
Credit impaired	160	160
	160	**160**
Less: Allowance for credit loss	(160)	(160)
	-	**-**
Total	**283**	**147**

6 (g) Other financial assets : Current

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Unbilled revenues	997	823
Foreign currency derivative assets	110	44
Security Deposits		
Considered good	-	-
Credit impaired	1	2
	1	**2**
Less: Allowance for credit loss	(1)	(2)
	-	**-**
Interest accrued on Deposits, Non Convertible Debentures and Commercial Papers	177	96
Sales consideration receivable	2	2
Contractually reimbursable expenses		
Considered good	166	299
Credit impaired	-	-
	166	**299**
Less: Allowance for credit loss	-	-
	166	**299**
Others	12	-
Total	**1,464**	**1,264**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

7 Deferred Tax Asset (net)

The components of deferred tax assets and liabilities are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
The major components of the deferred tax asset are		
Depreciation/amortisation of Property, plant and equipment and Intangible assets	-	-
Allowance for credit loss on trade receivables and advances	35	45
Expenses allowable on payment/exercise basis	156	167
Fair value changes of cash flow hedges	7	16
Capital losses	-	19
	198	**247**
The major components of the deferred tax liability are		
Gain on mutual fund investments mandatorily measured at FVTPL	4	32
Depreciation/amortisation of Property, plant and equipment and Intangible assets	68	72
Fair value changes of cash flow hedges	-	-
	72	**104**
Net deferred tax asset / (liability)	**126**	**143**

(i) Movement in deferred tax assets

Particulars	Depreciation/ amortisation of Property, plant and equipment and Intangible assets	Allowance for credit loss on trade receivables and advances	Expenses allowable on payment/ exercise basis	Fair value changes of cash flow hedges	Capital losses	Total
As at March 31, 2021	**107**	**64**	**86**	**0**	**19**	**276**
(Charged)/credited:						
- to statement of profit and loss	(107)	(19)	81	-	-	(45)
- to other comprehensive income	-	-	-	16	-	16
As at March 31, 2022	**-**	**45**	**167**	**16**	**19**	**247**
(Charged)/credited:						
- to statement of profit and loss	-	(10)	(11)	-	(19)	(40)
- to other comprehensive income	-	-	-	(9)	-	(9)
As at March 31, 2023	**-**	**35**	**156**	**7**	**-**	**198**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(ii) Movement in deferred tax liabilities

Particulars	Gain on mutual fund investments mandatorily measured at FVTPL	Depreciation/ amortisation of Property, plant and equipment and Intangible assets	Fair value changes of cash flow hedges	Total
As at March 31, 2021	**25**	**-**	**-**	**25**
Charged/(credited):				
- to statement of profit and loss	7	72	-	79
- to other comprehensive income	-	-	-	-
As at March 31, 2022	**32**	**72**	**-**	**104**
Charged/(credited):				
- to statement of profit and loss	(28)	(4)	-	(32)
- to other comprehensive income	-	-	-	-
As at March 31, 2023	**4**	**68**	**-**	**72**

8 Other non-current assets

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	46	50
Capital advances	-	0
Total	**46**	**50**

9 Other Current assets

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Advances other than capital advances:		
- advances to employees		
Considered good	15	25
Credit impaired	-	-
	15	**25**
Less: Allowance for credit loss	-	-
	15	**25**
- advances to suppliers		
Considered good	27	19
Credit impaired	12	12
	39	**31**
Less: Allowance for credit loss	(12)	(12)
	27	**19**
Unbilled revenues	43	56
Prepaid expenses	166	186
Balance with government authorities	94	149
Surplus of plan assets over obligations (Refer note 14)	183	87
Others	0	0
Total	**527**	**522**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

10 (a) Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised:		
238,000,000 equity shaes of INR 2 each	476	476
(238,000,000 shaes of INR 2 each as at March 31, 2022)		
Total	**476**	**476**
Issued, subscribed and Paid up :		
226,465,358 equity shares of INR 2 each	453	452
(226,201,471 shar es of INR 2 each at March 31, 2022)		
Total	**453**	**452**

(i) Reconciliation of the shares outstanding as at the beginning and at the end of the year:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Nos	INR In Mn	Nos	INR In Mn
At the beginning of the year	226,201,471	452	225,620,285	451
Add: Shares issued on exercise of employee stock options	263,887	1	581,186	1
Outstanding at the end of the year	**226,465,358**	**453**	**226,201,471**	**452**

(ii) Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of INR 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Board of Directors in their meeting held on May 11, 2023 have recommended a final dividend of INR 3.50 per equity share, subject to the approval of shareholders.

(iii) Details of shareholders holding more than 5% of the aggregate shares in the company

Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	%	No. of shares	%	No. of shares
Swallow Associates LLP	26.75%	60,586,344	26.78%	60,586,344
Summit Securities Limited	11.05%	25,028,127	11.04%	24,972,427
Instant Holdings Limited	8.47%	19,177,646	8.42%	19,051,374
Amansa Holdings Private Limited	-	-	5.84%	13,208,157

(iv) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding March 31, 2023 - Nil

(v) For details of Employee Stock Option Plans (ESOP), Refer note 31

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

10 (b) Reserves and surplus:

Particulars	As at March 31, 2023	As at March 31, 2022
Capital redemption reserve	44	44
Share based payment reserve	206	225
Retained earnings	10,753	8,425
Securities premium	462	417
General reserve	10,694	10,694
Special economic zone re-investment reserve	432	588
Total reserves and surplus	**22,591**	**20,393**

10 (c) Movement of Reserves and surplus

Particulars	As at March 31, 2023	As at March 31, 2022
Capital redemption reserve		
Balance at the beginning and end of the year	**44**	**44**
Share based payment reserve		
Balance at the beginning of the year	225	149
Add: Employee Share based payment expense (net)	143	160
Less: Transferred to Retained earnings on cancellation of vested stock options	121	-
Less: Transferred to Securities premium on exercise of stock options	41	84
Balance as at the end of the year	**206**	**225**
Retained earnings		
Balance as at the beginning of the year	8,425	6,461
Add: Profit for the year	3,084	3,210
Add/(less) items of other comprehensive income recognised directly in retained earnings		
Add/(less) Remeasurements of defined employee benefit plans (net of tax)	99	(33)
Less: Equity Dividends paid	1,132	881
Add: Transfer from Share based payment reserve	121	-
Add: Utilisation of Special Economic Zone Re-investment Reserve	156	255
Less: Transferred to Special Economic Zone Re-investment Reserve	-	588
Balance as at the end of the year	**10,753**	**8,425**
Securities premium		
Balance as at the beginning of the year	417	302
Add: Transferred from share based payment reserve on exercise of stock options	41	84
Add: Received on exercise of stock options	4	31
Balance as at the end of the year	**462**	**417**
General reserve		
Balance at the beginning and end of the year	**10,694**	**10,694**
Special Economic Zone Re-investment Reserve		
Balance as at the beginning of the year	588	255
Add: Transferred from retained earnings	-	588
Less: Utilised during the year	156	255
Balance as at the end of the year	**432**	**588**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

10 (d) Other components of equity:

Particulars	As at March 31, 2023	As at March 31, 2022
Effective portion of Cash Flow Hedges		
Balance at the beginning of the year	(27)	1
Effective portion of gain / (loss) on Cash Flow Hedge (net)	19	(44)
Tax impact	(9)	16
Balance as at the end of the year	**(17)**	**(27)**
Exchange differences on translating the financial statements of a foreign operation		
Balance at the beginning of the year	-	-
Currency translation adjustments (net)	-	-
Tax impact	-	-
Balance as at the end of the year	**-**	**-**
Total	**(17)**	**(27)**

10 (e) Nature and purpose of each reserve within equity:

(i) Capital redemption reserve:

This reserve had been created out of general reserve in earlier years, being the nominal value of shares bought back. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Share based payment reserve:

This reserve is used to record the fair value of equity-settled share based payment transactions. The amounts recorded in share options outstanding account are transferred to securities premium upon exercise of stock options.

(iii) Retained earnings:

Retained earnings represents Company's undistributed earnings after taxes.

(iv) Securities premium:

Securities premium is used to record premium on issue of Equity shares. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(v) General Reserve:

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

(vi) Special economic zone re-investment reserve:

This Reserve had been created out of profit of eligible SEZ units in accordance with the provision of Section 10 AA(1)(ii) of the Income Tax Act, 1961. The reserve can only be utilized by the Company for acquiring new plant and machinery for the purpose of its business in terms of the section 10AA(2) of the Income Tax Act, 1961.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(vii) Effective portion of Cash Flow Hedges:

The Company uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecast sales. For hedging foreign currency risk the Company uses forward contracts which are designated as cash flow hedges. To the extent this hedge is effective, the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the hedging reserve are reclassified to profit or loss when the hedged item affects profit or loss.

(viii) Exchange differences on translating the financial statements of a foreign operation:

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

11 (a) Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Current		
Foreign Currency derivative liabilities	97	171
Accrued salaries and benefits	817	620
Unclaimed dividend	23	23
Capital creditors	2	84
Others	5	7
Total	**944**	**905**

11 (b) Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Non-current		
Lease Liabilities	1,225	1,466
Current		
Lease Liabilities	412	466
Total	**1,637**	**1,932**

During the year, company has entered/renewed Right of Use assets and lease liabilities of INR 194 Mn [previous year INR 76 Mn] and incurred cash outflows of INR 457 Mn [previous year INR 477 Mn]

12 Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Current		
Trade payables	721	1,113
Total	**721**	**1,113**

For ageing, refer Note 36

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

During the year ended March 31, 2023 and March 31, 2022 an amount of INR 6 Mn and 24 Mn respectively was paid beyond the appointed day as defined in the Micro, Small and Medium Enterprises Development Act, 2006. Interest due and outstanding on the same is INR 0 Mn [previous year INR 0 Mn]. Interest paid INR 0 Mn (previous year INR 1 Mn) Further in view of the Management, the amount of interest, if any remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 is not expected to be material. This information has been determined to the extent such suppliers have been identified on the basis of information obtained and available with the Company.

13 Provisions [Non-Current]

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Contingencies	42	37
Total	**42**	**37**

(i) Information about individual provisions

It pertains to Lease rentals related litigations. The timing and the amount of cash flows that will arise from this matter will be determined by the Appellate Authorities only on settlement of this case.

(ii) Movements in provisions

Movements in each class of provisions during the financial year, are set out below

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balances	37	32
Additional provisions accrued	5	5
Closing Balances	**42**	**37**

14 Employee benefit obligations

Particulars	As at March 31, 2023	As at March 31, 2022
Non-current		
Provision for compensated absences	180	185
Total	**180**	**185**
Current		
Provision for compensated absences	220	173
Provision for gratuity (Refer Note (i) below)	0	0
Total	**220**	**173**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(i) Defined benefit plans:

a **Gratuity -** The company provides for gratuity for employees in accordance with the gratuity scheme of the Company. The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net liability
As at April 1, 2021	**1,231**	**(1,326)**	**(95)**
Current service cost	180	-	180
Interest expense / (income)	84	(90)	(6)
Total amount recognised in statement of profit and loss	**264**	**(90)**	**174**
Remeasurements			
Return on plan assets	-	(6)	(6)
(Gain) / loss from change in demographic assumptions	(14)	-	(14)
(Gain) / loss from change in financial assumptions	83	-	83
Experience (gains) / losses	(11)	-	(11)
Total amount recognised in Other comprehensive income	**57**	**(6)**	**51**
Liability Transferred Out/Disinvestments			-
Contributions by the company	-	(2)	(2)
Benefit payments	(218)	3	(215)
As at March 31, 2022	**1,335**	**(1,422)**	**(87)**
Current service cost	213	-	213
Interest expense / (income)	89	(95)	(6)
Total amount recognised in statement of profit and loss	**302**	**(95)**	**207**
Remeasurements			
Return on plan assets	-	(10)	(10)
(Gain) / loss from change in demographic assumptions	(37)	-	(37)
(Gain) / loss from change in financial assumptions	(93)	-	(93)
Experience (gains) / losses	8	-	8
Total amount recognised in Other comprehensive income	**(122)**	**(10)**	**(132)**
Liability Transferred In/Acquisitions	-	-	-
Liability Transferred Out/Disinvestments	(12)	-	(12)
Benefit payments	(193)	34	(159)
As at March 31, 2023	**1,310**	**(1,493)**	**(183)**

The net liability disclosed above relates to funded plans. The Company intends to contribute in line with the recommendations of the fund administrator and the actuary.

b The net liability/(asset) disclosed above relates to funded and unfunded plans are as follows:

Plan type	As at March 31, 2023	As at March 31, 2022
Present value of obligation	1,310	1,335
Fair value of plan assets	(1,493)	(1,422)
Net Liability/(Asset)	**(183)**	**(87)**

c As at March 31, 2023 and March 31, 2022, plan assets were fully invested in insurer managed funds.

d Through its defined benefit plans, the company is exposed to number of risks, the most significant of which are detailed below:

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

Asset Volatility: The Plan liabilities are calculated using a discount rate set with reference to bond yields. If plan assets underperform, this yield will create a deficit. The plan asset investments are in fixed income securities with high grades. These are subject to interest rate risk.

Changes in bond yield: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

The company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within the framework, the company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The company has not changed the process used to manage its risks from previous periods.

e The Company expects to contribute INR Nil (March 31, 2022 INR 126 Mn) to the defined benefit plan during the next annual reporting period.

Weighted average duration of the Projected Benefit Obligation is 5 Years (March 31, 2022 - 6 Years)

Estimated benefit payments from the fund for year ending	As at March 31, 2023	As at March 31, 2022
March 31, 2023	N.A.	137
March 31, 2024	207	132
March 31, 2025	186	149
March 31, 2026	175	133
March 31, 2027	170	141
March 31, 2028	159	N.A.
Thereafter	991	627

The expected benefits are based on the same assumptions used to measure the Company's benefit obligations as of March 31, 2023.

fa Sensitivity analysis - the increase / (decrease) in present value of defined benefit obligation to changes in principal assumptions:

Particulars	As at March 31, 2023	As at March 31, 2022
- 1% incr ease in discount rate	(3.98%)	(5.57%)
- 1% decr ease in discount rate	4.34%	6.22%
- 1% incr ease in salary escalation rate	4.32%	6.08%
- 1% decr ease in salary escalation rate	(4.03%)	(5.56%)
- 1% incr ease in rate of employee turnover	(0.40%)	(0.83%)
- 1% decr ease in rate of employee turnover	0.40%	0.87%

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

g Provident fund : The company makes contribution towards provident fund which is administered by the trustees. The contributions is accounted for as a defined benefit plan as the Company is liable for any shortfall in the fund assets based on the government specified minimum rates of return. Company has obtained an actuarial valuation of the liability according to which there is no deficit as at the Balance Sheet date. The movement of liability and plan assets is as under:

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

g a Present Value of Defined Benefit Obligation

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	**5,166**	**4,485**
Liability transferred in	265	200
Interest cost	395	369
Current service cost	357	271
Employee contribution	499	418
Benefit paid	(936)	(577)
Actuarial (gains)/losses	-	-
Balance as at the end of the year	**5,746**	**5,166**

g b Fair value of Plan Assets (Restricted to the extent of Present Value of Obligation)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	**5,322**	**4,614**
Expected return on plan assets	395	396
Contributions by the Company	856	689
Transfer from other Company	265	200
Benefit paid	(936)	(577)
Return on Plan Assets	(23)	-
Actuarial gains/(losses)	-	-
Balance as at the end of the year	**5,879**	**5,322**

g c

Particulars	As at March 31, 2023	As at March 31, 2022
Assets / (liabilities) recognised in the Balance Sheet	**-**	**-**

g d Expense recognised in the Statement of Profit and Loss

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current service cost	**357**	**271**
Interest cost	395	369
Expected return on plan assets	(395)	(396)
Total expense recognised in the statement of profit and loss	**357**	**244**

g e The plan assets have been primarily invested as follows :

Category of Assets	As at March 31, 2023	As at March 31, 2022
Central Government of India Assets	**635**	**619**
State Government of India Assets	2,218	1,933
Special Deposits Scheme	24	25
Private Sector Bonds	2,422	2,227
Equity / Mutual Funds	240	331
Cash and Cash Equivalents	9	14
Others	331	173
Total	**5,879**	**5,322**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

gf The principal assumptions used for the purpose of all defined benefit obligations are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate *	7.30%	6.70%
Salary escalation rate **	7.00%	8.00%
Rate of employee turnover		
-For services 4 years and below	18.00%	18.00%
-For services 5 years and above	17.00%	12.00%

* Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

** The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors, such as demand and supply in the employment market.

(ii) Defined contribution plans:

The Company has recognised the following amounts in the Statement of Profit and Loss:

Particulars	As at March 31, 2023	As at March 31, 2022
Contribution to Employees' Family Pension Fund	**103**	**108**
Contribution to Employees' Superannuation Fund	6	5

15 Other Current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Unearned revenue	11	2
Statutory dues	242	227
Others #	387	-
Total	**640**	**229**

represents liability towards potential obligations

16 (a) Income Taxes

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax assets (net)	271	255
Income tax liabilities (net)	(294)	(200)

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

16 (b) Movement

Movement in the Income Tax balances is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	55	40
Income tax paid (net of refunds)	897	970
Current income tax expense (Refer note 24 (i))	(938)	(1,021)
Adjustment for current tax of prior periods (Refer note 24 (i))	(4)	49
Income tax on other comprehensive income (Refer note 24 (iii))	(33)	18
Others	0	(1)
Net total	**(23)**	**55**

17 Revenue from operations

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Software development, its allied services and maintenance services	18,213	16,242
Sale of licenses, hardware and other equipments	21	47
Total	**18,234**	**16,289**

Also refer note 23

18 Other income (net)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest Income		
- Interest on bank balances and deposits	207	163
- Interest On financial assets carried at amortised cost	78	7
- Others	21	19
Dividend Income (from subsidiaries)	505	321
Net gain /(loss) on financial assets measured at FVTPL	76	115
Income on financial assets measured at amoritsed cost	12	-
Profit on sale of investments (mutual funds)	137	68
Foreign exchange gain (net)	295	477
Secondment Fees	131	44
Profit /(Loss) on sale of fixed assets (net)	25	0
Provisions no longer required and credit balances written back	3	34
Miscellaneous Income	27	92
Total	**1,517**	**1,340**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

19 Employee benefits expense

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	11,721	9,671
Contribution to provident and other funds (Refer note 14)	704	722
Employee share-based payment expense (net of recoveries) (Refer note 31)	170	22
Staff welfare expenses	205	129
Total	**12,800**	**10,544**

20 Finance Costs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest on :		
- Loans	0	0
- Lease Liabilities	159	184
- Others	17	109
Bank charges	4	4
Total	**180**	**297**

21 Depreciation, amortisation and impairment expense

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of Property, plant and equipment	327	292
Depreciation of Right of use of assets	309	366
Amortisation and Impairment of intangible assets	119	225
Total	**755**	**883**

22 Other expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Rent (Refer note 13)	34	26
Rates and taxes	157	29
Electricity and power	62	51
Travelling and conveyance	72	22
Recruitment expenses	175	282
Training expenses	63	49
Repairs and maintenance to :		
- Building	131	112
- Electrical Installations and equipments	26	16
- Data Processing Equipments	386	210
- Others	13	6
Insurance	26	22
Legal and professional charges	338	262
Payments to auditors (Refer note 22 (b) below)	9	10
Communication expenses	77	83
General Office expenses	32	24
Advertisement and publicity	46	62
Expenditure towards Corporate social responsibility (See Note 22 (a))	71	67

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

22 Other expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Allowance for doubtful trade receivables		
- Provided	14	10
- Bad debts written off	0	45
- Less: Reversed	(14)	(92)
	(0)	**(37)**
Allowance for doubtful loans, advances and deposits		
- Provided	-	2
- Loans and advances written off	-	-
- Less: Reversed	(1)	(8)
	(1)	**(6)**
Miscellaneous expenses	59	62
Total	**1,776**	**1,351**

22(a) Expenditure towards Corporate social responsibility

CSR activities undertaken by the Company are in relation to education, employability and community development

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gross amount required to be spent by the Company during the year	71	67
Total	**71**	**67**

Amount spent during the year on	Year ended March 31, 2023	Year ended March 31, 2022
a. Construction/ acquisition of any asset	-	-
b. On purposes other than (a) above	63	64
Total	**63**	**64**

The unspent CSR amount of INR 8 Mn (previous year INR 3 Mn) has been transferred to a separate bank account post the Balance Sheet date.

Cumulative value of previous years shortfall - INR 15 Mn

Reason for shortfall - The Company allocates CSR funds to on-going projects which are implemented beyond 1 financial year. These projects have set milestones, upon achievement of which, the next tranches of funds are released. A part of the total CSR allocation is ear-marked for such ongoing projects and will be released/utilized in the next financial years with the intent to achieve optimal objective of CSR funds, so allocated by the Company.

22 (b) Details of payments to auditors

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
As auditors :		
- Audit Fee [including quarterly limited reviews]	7	8
In other capacity, in respect of :		
- Certification services	1	1
- Taxation matters	-	1
Reimbursement of expenses	1	-
Total	**9**	**10**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

23 Revenue from operations

(a) Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by geography, offerings and contract-type for each of our business segments. The company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

Particulars	Verticals	
	Digital and Application Services	Digital Foundation Services
Revenue by Geography		
- Americas	7,714	2,603
	[8,158]	[1,239]
- Europe	3,631	609
	[3,293]	[576]
- Africa	3,538	-
	[2,776]	[149]
- Rest of the world	103	36
	[48]	[50]
Revenue by Contract Type		
- Fixed Price Contracts/Fixed Monthly	8,453	1,830
	[8,425]	[1,180]
- Time and Material	6,533	1,418
	[5,850]	[834]

Figures in brackets are for previous year i.e. March 31, 2022

(b) Trade Receivables and Contract Balances

The company classifies the right to consideration in exchange for deliverables as either receivable or as unbilled revenue.

A receivable is right to consideration that is unconditional upon passage of time. Revenue for time and material contracts are recognised as related service are performed. Revenue for fixed price maintenance contracts is recognised on a straight line basis over the period of contract. Revenue in excess of billing is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to clients is based on milestones as defined in the contract. This would result in timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non financial assets as the contractual right to consideration is dependent on completion of contractual milestones.

Invoicing in excess of earnings is classified as unearned revenue.

Trade receivables and unbilled revenues are presented net of impairment in Balance Sheet.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(c) Performance obligations and remaining performance obligations

The remaining performance obligation disclosures provide the aggregate amount of transaction price yet to be recognized as of the end of the reporting period and an explanation as to when company expects to recognize these amounts as revenue. Applying the practical expedients as given in INDAS 115, the company has not disclosed the remaining performance obligations related disclosures where the revenue recognized corresponds directly with the value to customer of the entity's performance completed to date, typically those contracts where invoicing is on the basis of time and material basis. Remaining performance obligation are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment of revenue that has not materialized and adjustments for currency.

The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is INR 17 Mn [March 31, 2022: INR 59 Mn] out of which INR 17 Mn [March 31, 2022: INR 59 Mn] is expected to be recognised as revenue in the next year. No consideration from contracts with customers is excluded from the amount mentioned above.

Changes in Unbilled Revenues are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	56	33
Invoices raised that were included in the Unbilled revenue balance at the beginning of the year	(56)	(33)
Increase due to revenue recognised during the year, excluding amounts billed during the year	43	56
Balance at the end of the year	43	56

Changes in unearned revenue are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	2	10
Revenue recognised that was included in the unearned revenues balance at the beginning of the year	(2)	(10)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	11	2
Balance at the end of the year	11	2

Reconciliation of revenue recognised with the contracted price is as follows:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Contracted price	18,249	16,313
Reductions towards variable consideration components	(15)	(24)
Revenue recognised	18,234	16,289
The reduction towards variable consideration comprises of volume discounts, service level credits, etc.		

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

24. Income tax expense

This note provides Company's income tax expense and amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to Company's tax positions.

i. Breakup of income tax expense:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Income tax expense		
Current Tax		
Current tax on profits for the year	938	1,021
Adjustment for current tax of prior periods	4	(49)
Current tax expense	**942**	**972**
Deferred tax		
Decrease / (increase) in deferred tax assets	40	45
(Decrease) / increase in deferred tax liabilities	(32)	79
Deferred tax expense / (benefit)	**8**	**123**
Income tax expense	**950**	**1,095**

ii. The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before taxes	4,034	4,306
Indian statutory income tax rate	25.17%	34.94%
Computed expected tax expenses	**1,015**	**1,504**
Income exempt from tax		
- Tax holiday units	-	(457)
- Dividend from subsidiaries	(127)	(112)
Non-deductible expenses	58	43
Changes in unrecognized deferred tax assets (net)	(36)	195
Effect of differential tax rates	33	(33)
True-up of tax provisions related to previous years	4	(49)
Others	3	4
Total Income tax expense	**950**	**1,095**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

iii. Tax on the amounts recognised directly in OCI – expense / (reversal):

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Current tax	Deferred tax	Current tax	Deferred tax
Fair value changes on cash flow hedges	-	9	-	(16)
Remeasurements of post-employment benefit obligations	33	-	(18)	-
Total	**33**	**9**	**(18)**	**(16)**

iv. **Changes in tax rate -** The Company intends to opt for lower tax regime under section 115BAA of the Income Tax Act, 1961 while filing the Income-tax return for the year ended 31 March 2023. Accordingly, the Company has recognised provision for current tax for the current year and remeasured its deferred tax asset and liabilities basis the rate prescribed in section 115BAA of the Income tax Act.

25. Fair value measurements

Financial instruments by category:

Particulars	As at March 31, 2023				As at March 31, 2022			
	FVTPL	FVOCI	Derivative financial assets/ liabilities	Amortised cost	FVTPL	FVOCI	Derivative financial assets/ liabilities	Amortised cost
Financial assets								
Investments:								
- equity instruments #	-	-	-	-	-	-	-	-
- Mutual funds, Deposits, CP and NCD	3,860	-	-	5,126	3,241	-	-	-
Trade receivables	-	-	-	7,208	-	-	-	9,291
Cash and cash equivalents	-	-	-	661	-	-	-	866
Other balances with banks	-	-	-	2,435	-	-	-	3,468
Derivative financial assets	-	-	110	-	-	-	44	-
Security deposits	-	-	-	109	-	-	-	147
Unbilled revenues	-	-	-	997	-	-	-	823
Others	-	-	-	531	-	-	-	397
Total financial assets	**3,860**	**-**	**110**	**17,067**	**3,241**	**-**	**44**	**14,992**
Financial liabilities								
Borrowings	-	-	-	-	-	-	-	-
Trade payables	-	-	-	721	-	-	-	1,113
Capital creditors	-	-	-	2	-	-	-	84
Accrued salaries and benefits	-	-	-	817	-	-	-	620
Derivative financial liabilities	-	-	97	-	-	-	171	-
Lease liabilities	-	-	-	1,637	-	-	-	1,932
Other financial liabilities	-	-	-	28	-	-	-	30
Total financial liabilities	**-**	**-**	**97**	**3,205**	**-**	**-**	**171**	**3,779**

Excludes investments in subsidiaries accounted as per cost model in accordance with Ind AS 27 "Separate Financial Statements"

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

i. Fair value hierarchy:

Financial assets and liabilities measured at fair value – As at March 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Financial investments at FVTPL				
Mutual funds, CP and NCD's	3,860	-	-	3,860
Derivatives designated as hedges				
Foreign currency derivative assets	-	110	-	110
Total financial assets	**3,860**	**110**	**-**	**3,970**
Financial liabilities				
Foreign currency derivative liabilities	-	97	-	97
Total financial liabilities	**-**	**97**	**-**	**97**

Financial assets and liabilities measured at fair value - As at March 31, 2022

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Financial investments at FVTPL				
Mutual funds, CP and NCD's	3,241	-	-	3,241
Derivatives designated as hedges				
Foreign currency derivative assets	-	44	-	44
Total financial assets	**3,241**	**44**	**-**	**3,285**
Financial liabilities				
Foreign currency derivative liabilities	-	171	-	171
Total financial liabilities	**-**	**171**	**-**	**171**

ii. Valuation technique used to determine fair value:

The following methods and assumptions were used to estimate the fair value of the level 2 financial instruments included in the above tables:

Derivative instruments: The company enters into foreign currency forward contracts with banks with investment grade credit ratings. These are valued using the forward pricing valuation technique, using present value calculations. The models incorporate various inputs including the credit quality of counterparties and foreign exchange spot and forward rates. As at March 31, 2023, the changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships.

26. Financial risk management:

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the company is foreign exchange risk. The company uses derivative financial instruments to mitigate foreign exchange related risk exposures. Derivatives are used exclusively for hedging purpose and not as trading or speculative instruments. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The demographics of the customer including the default risk of the industry and country in which the customer operates also has an influence on credit risk assessment

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

a) Market Risk:

i. Foreign currency risk:

The Company operates globally and a major portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in the United States, South Africa, United Kingdom and elsewhere, and purchases from overseas suppliers in various foreign currencies. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the rupee appreciates/ depreciates against these currencies. The Company evaluates exchange rate exposure arising from these transactions and enters into foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The Company follows established risk management policies, to hedge forecasted cash flows denominated in foreign currency. The Company has designated certain derivative instruments as cash flow hedges to mitigate the foreign exchange exposure of forecasted highly probable cash flows.

Company's exposure to unhedged foreign currency risk as at March 31, 2023 in INR Mn is as follows:

Particulars	USD	GBP	ZAR	Other currencies	Total
Financial assets					
Cash and cash equivalents	1 [2]	- [-]	- [-]	- [-]	1 [2]
Trade receivables	- [1,832]	- [24]	- [704]	3 [7]	3 [2,567]
Other assets	621 [565]	236 [236]	191 [151]	5 [6]	1,053 [958]
Financial liabilities					
Trade payables	306 [360]	14 [13]	70 [79	5 [3]	395 [455]
Other liabilities	14 [2]	14 [2]	0 [-]	- [-]	45 [35]

Figures in brackets are for previous year i.e. as at March 31, 2022

Sensitivity:

For the year ended March 31, 2023 and March 31, 2022, every percentage point appreciation/depreciation in the exchange rate would have affected the Company's operating margins respectively:

- INR/USD by approximately 0.54% and 0.56%,
- INR/GBP by approximately 0.26% and 0.21%
- INR/ZAR by approximately 0.19% and 0.21%,

Sensitivity analysis is computed based on changes in income and expenses, due to every percentage point appreciation/depreciation in the exchange rates.

Derivative financial instruments:

The Company holds derivative financial instruments such as foreign exchange forward and Option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. The foreign exchange forward contracts mature within twelve months from Balance Sheet.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

The following table gives details in respect of outstanding foreign exchange contracts:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount of contracts in Mn	Fair Value – Gain / (Loss) (INR in Mn)	Amount of contracts in Mn	Fair Value – Gain / (Loss) (INR in Mn)
In USD	105	68	82	22
In GBP	27	(62)	9	17
In ZAR	606	7	573	(166)
Total Forwards		**13**		**(127)**

The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as at the balance sheet date:

Particulars	As at March 31, 2023	As at March 31, 2022
Not later than one month	6	(54)
Later than one month and not later than three months	7	(36)
Later than three months and not later than one year	(0)	(37)

The Company has designated certain foreign exchange forward and option contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast sale transactions. The related hedge transactions for balance in cash flow hedging reserve are expected to occur and reclassified to the statement of profit or loss within 12 months.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

The following table provides the reconciliation of cash flow hedge reserve:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	(27)	1
Gain / (Loss) during the year on Cash Flow Hedges		
[includes reclassification to statement of profit and loss [FY 2022-23 INR (37) Mn] [FY 2021-22 INR 77 Mn]]	19	(44)
Tax impact	(9)	16
Balance as at the end of the year	(17)	(27)

b) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to INR 7,208 Mn and INR 9,291 Mn as of March 31, 2023 and March 31, 2022, respectively and unbilled revenues amounting to INR 1,040 Mn and INR 879 Mn as of March 31, 2023 and March 31, 2022, respectively. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned from customers located in the United States, South Africa, United Kingdom and elsewhere. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company uses expected credit loss model to assess impairment loss or gain. The Company uses a matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and Company's historical experience for customers.

The movement in allowance for life time expected credit loss on customer balances for the year ended March 31, 2023 and March 31, 2022 is given below:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	128	210
Allowance for doubtful debts	14	10
Reversal of allowance for doubtful debts	(14)	(92)
Foreign exchange differences	0	0
Balance at the end	128	128

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units.

c) Liquidity risk:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. As of March 31, 2023 and 2022, cash and cash equivalents are held with major banks and financial institutions.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date. The amounts include estimated interest payments and exclude the impact of netting agreements, if any.

Particulars	As at March 31, 2023				
		Contractual cash flows			
	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	-	-	-	-	-
Trade payables	721	721	-	-	721
Lease liabilities	1,637	412	1,383	280	2,075
Other liabilities	944	944	-	-	944

Particulars	As at March 31, 2022				
		Contractual cash flows			
	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	-	-	-	-	-
Trade payables	1,113	1,113	-	-	1,113
Lease liabilities	1,932	466	1,452	590	2,508
Other liabilities	905	905	-	-	905

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

27. Capital management

The Company manages its capital to ensure that it will be able to continue as going concern while maximizing the return to stakeholders through the optimisation of the debt and equity balance. The Company is not subject to any externally imposed capital requirements. The Company's risk management committee reviews the capital structure of the Company on an ongoing basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's capital comprises equity share capital, share premium, retained earnings and other equity attributable to equity holders. The Company didn't have any external borrowings during the current and previous year.

No changes were made in the objectives, policies or processes for managing capital of the Company during the current and previous year.

28. Related Party Disclosure

A. List of related parties

(i) List of subsidiaries

Name of Entity	Relationship
Zensar Technologies (Singapore) Pte. Limited	100 % subsidiary
Foolproof (SG) Pte Limited	100 % step down subsidiary
Zensar (Africa) Holdings Proprietary Limited	100 % subsidiary
Zensar (South Africa) Proprietary Limited	75 % step down subsidiary
Zensar Technologies (UK) Limited	100 % subsidiary
Foolproof Limited	100 % step down subsidiary
Zensar Technologies, Inc.	100 % subsidiary
M3BI LLC (refer note (iii))	100 % step down subsidiary
Keystone Logic Mexico, S. DE R.L. DE C.V	100 % step down subsidiary
Keystone Technologies Mexico, S. DE R.L. DE C.V	refer note (iv)
Zensar Information Technologies B.V.	100 % step down subsidiary
M3BI India Private Limited (refer note (iii))	100 % subsidiary
Cynosure Interface Services Private Limited	(refer note (i))
Zensar Technologies (Canada) Inc	100 % step down subsidiary
Zensar Technologies GmbH	100 % step down subsidiary
Zensar Colombia S.A.S. (refer note (ii))	100 % step down subsidiary

Notes:

(i) Refer note 35(a)

(ii) During the previous year ended March 31, 2022, a 100% step down subsidiary in Colombia namely Zensar Colombia S.A.S. was incorporated.

(iii) Refer note 35 (b)

(iv) During the previous year ended March 31, 2022, Keystone Technologies Mexico, S. DE R.L. DE C.V got merged with Keystone Logic Mexico, S. DE R.L. DE C.V.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

Other related parties with whom transactions have taken place during the current and previous year:

(a) Key Management Personnel

H.V. Goenka	Chairman	
Anant Goenka	Non-Executive Vice Chairman and Director	##
Manish Tandon	Chief Executive Officer and Managing Director	W.e.f January 23, 2023
Ajay Singh Bhutoria	Chief Executive Officer and Managing Director	Upto December 31, 2022
Navneet Khandelwal	Chief Financial Officer	Upto January 31, 2022
Sachin Zute	Chief Financial Officer	W.e.f May 10, 2022
Gaurav Tongia	Company Secretary	
A.T. Vaswani	Non-Executive Director	
Arvind Agrawal	Non-Executive Director	
Venkatesh Kasturirangan	Non-Executive Director	Upto March 31, 2023
Shashank Singh	Non-Executive Director	Upto December 10, 2021
Ben Druskin	Non-Executive Director	
Ketan Dalal	Non-Executive Director	
Harsh Mariwala	Non-Executive Director	
Radha Rajappa	Non-Executive Director	
Pravin Rao Udhyavara Bhadya	Non-Executive Director	W.e.f September 26, 2022

Anant Goenka (Non-Executive and non-independent director) was appointed as Interim Managing Director from 2 November 2022 to 23 January 2023. Effective 23 January 2023, he has been appointed as Non-Executive Vice Chairman

(b) Entities where Key management personnel either have significant influence or are members of key management personnel of that entity:

RPG Enterprises

Harrisons Malayalam Limited

KEC International Limited

RPG Life Sciences Limited

RPG Foundation

RPG Art Foundation

CEAT Limited

Rainetree Capital, LLC

Katalyst Advisors Private Limited

(c) Entities which have the ability to exercise influence / significant influence over the company:

Swallow Associates LLP

Summit Securities Limited

Marina Holdco (FPI) Ltd. – Upto December 10, 2021

Instant Holdings Limited

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

Sofreal Mercantrade Private Limited

Other Promoter / Promoter Group entities (shareholding individually less than 1%)

(d) Post employment benefit plans @@:

Zensar PF Trust

Zensar Gratuity trust

Zensar Superannuation Trust

@@ refer note 14 for information on transactions with post-retirement plans mentioned above

B. Transactions along with outstanding balances with the related parties:

Particulars	Transactions during year ended		Amount outstanding as at	
	March 31, 2023	March 31, 2022	March 31, 2023 Receivable / (Payable)	March 31, 2022 Receivable / (Payable)
A. Revenue from rendering services				
(i) Zensar Technologies, Inc.	9,457	8,676	5,929	6,493
(ii) Zensar Technologies (UK) Limited	3,740	3,405	518	640
(iii) Zensar (South Africa) Proprietary Limited	3,485	2,868	1,187	2,566
(iv) Foolproof Limited	143	125	65	91
(v) Zensar Information Technologies B.V.	5	13	2	3
(vi) Zensar Technologies (Canada) Inc	-	15	-	-
(vii) Zensar Technologies (Singapore) Pte. Limited	-	2	-	0
(viii) M3Bi India Private Limited	92	11	11	5
Total - Revenue from rendering services	**16,922**	**15,114**	**7,712**	**9,798**
B. Subcontracting costs (Purchase of services)				
(i) Zensar (South Africa) Proprietary Limited	-	-	-	-
(ii) Foolproof Limited	-	0	-	-
(iii) Zensar Technologies, Inc.	16	-	(16)	-
(iv) M3Bi India Private Limited	3	-	(1)	-
Total - Subcontracting costs (Purchase of services)	**19**	**0**	**(17)**	**-**
C. Other Income/(Expenses)				
(i) Zensar Technologies, Inc.	91	23	27	9
(ii) Zensar Technologies (UK) Limited	33	16	-	3
(iii) Zensar (South Africa) Proprietary Limited	2	5	-	2
(iv) Zensar Information Technologies B.V.	1	0	0	-
(v) Zensar Technologies (Canada) Inc	4	-	-	-
(vi) CEAT Limited	1	1	2	2
(vii) RPG Enterprises	(156)	(140)	(4)	(2)
(viii) Katalyst Advisors Private Limited	(2)	(2)	-	-
(ix) KEC International Limited	2	0	-	-
Total - Other Income/(Expenses)	**(24)**	**(97)**	**25**	**14**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

Particulars	Transactions during year ended		Amount outstanding as at	
	March 31, 2023	March 31, 2022	March 31, 2023 Receivable / (Payable)	March 31, 2022 Receivable / (Payable)
D. Dividend income received				
(i) Zensar (Africa) Holdings Proprietary Limited	-	321	-	-
(ii) Zensar Technologies (UK) Limited	505	-	-	-
Total - Dividend income received	505	321	-	-
E. Reimbursements to /(by) the company [net]				
(i) Zensar Technologies, Inc.	230	220	10	40
(ii) Zensar Technologies (UK) Limited	112	82	2	11
(iii) Zensar Technologies (Singapore) Pte. Limited	0	1	(0)	0
(iv) Zensar (South Africa) Proprietary Limited	76	91	(128)	(127)
(v) Foolproof Limited	5	6	-	3
(vi) Foolproof (SG) Pte Limited	0	1	-	0
(vii) Zensar Technologies (Canada) Inc	6	1	0	1
(viii) Keystone Logic Mexico, S. DE R.L. DE C.V	4	1	-	0
(ix) Zensar Colombia S.A.S	4	0	3	0
(x) Zensar Information Technologies B.V.	1	1	-	0
(xi) Zensar Technologies GmbH	0	-	-	-
(xii) M3BI India Private Limited	11	-	13	-
(xiii) M3BI LLC	8	-	9	-
(xiv) CEAT Limited		-	-	-
(xv) Gaurav Tongia	(0)	-	-	-
(xvi) Sachin Zute	(0)	-	-	-
Total – Reimbursement to /(by) the company [net]	**457**	**414**	**(91)**	**(72)**
F. Reimbursements to /(by) the company [net] wrt Employee share-based payment expense				
(i) Zensar Technologies, Inc.	(64)	127	(152)	(83)
(ii) Zensar Technologies (UK) Limited	26	7	23	(4)
(iii) Zensar (South Africa) Proprietary Limited	11	6	4	(7)
Total - Reimbursements to /(by) the company [net] wrt Employee share-based payment expense	**(27)**	**140**	**(125)**	**(94)**
G. Investment in Subsidiaries				
Zensar Technologies, Inc.	-	1,111	-	-
Total - Investment in Subsidiaries	**-**	**1,111**	**-**	**-**
H. Donations				
(i) RPG Foundation	66	67	-	-
(ii) RPG Art Foundation	2	2	-	-
Total – Donations	**68**	**69**	**-**	**-**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

Particulars	Transactions during year ended		Amount outstanding as at	
	March 31, 2023	March 31, 2022	March 31, 2023 Receivable / (Payable)	March 31, 2022 Receivable / (Payable)
I. Dividend on Equity Shares Paid				
(i) Swallow Associates LLP	303	236	-	-
(ii) Summit Securities Limited	125	97	-	-
(iii) Instant Holdings Limited	96	74	-	-
(iv) Sofreal Mercantrade Private Limited	30	23	-	-
(v) H.V. Goenka	1	1	-	-
(vi) Anant Goenka	0	0	-	-
(vii) A.T. Vaswani	0	0	-	-
(viii) Harsh Mariwala	-	0	-	-
(ix) Marina Holdco (FPI) Ltd.	-	62	-	-
(x) Other Promoter / Promoter Group entities	2	2	-	-
Total - Dividend on Equity Shares paid	**557**	**495**	**-**	**-**
J. Directors Fees and Commission paid **				
(i) H.V. Goenka	33	30	(17)	(32)
(ii) A.T. Vaswani	3	2	(1)	(1)
(iii) Arvind Agrawal	3	2	(1)	(1)
(iv) Venkatesh Kasturirangan	2	2	(1)	(1)
(v) Shashank Singh $	1	2	-	(1)
(vi) Ben Druskin	1	1	(1)	-
(vii) Ketan Dalal	2	2	(2)	(1)
(viii) Pravin Rao	1	-	(1)	-
(ix) Harsh Mariwala	2	2	(1)	(1)
(x) Anant Goenka	2	2	(12)	(1)
(xi) Radha Rajappa	2	2	(2)	(2)
Total - Directors Fees and Commission paid	**52**	**47**	**(39)**	**(41)**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

K. Compensation of Key management personnel #	Manish Tandon^@	Ajay Singh Bhutoria^##	Sachin Zute	Gaurav Tongia	Navneet Khandelwal
Short Term Benefits	0 [-]	1 [2]	16 [-]	8 [7]	- [15]
Post-Employment Benefits	0 [-]	0 [0]	0 [-]	0 [0]	- [1]
Long-term Employee benefits	- [-]	- [-]	- [-]	- [-]	- [-]
Perquisites value of Employee Stock options	- [-]	- [-]	- [-]	- [-]	- [17]
Total - Compensation of Key management personnel	0 [-]	1 [2]	16 [-]	8 [7]	- [33]
Outstanding amounts*	2 [-]	- [109]	6 [-]	1 [-]	- [-]

Figures in brackets are for previous year i.e. as at March 31, 2022

Details in the above table are on accrual and amortisation basis, wherever applicable. Doesn't include Gratuity and compensated absences related provisions /payments.

^ Remuneration excludes the remuneration drawn from Zensar Technologies Inc.

@ The Board approved the Grant of 35,776 and 871,817 RSUs under the EPAU 2016 Plan effective January 10, 2023 and March 31, 2023. These would vest as per the terms of the Grant. Proportionate value related to current period shown as outstanding.

@ 'Remuneration of Manish Tandon is considered from the date of joining the company

'During the year, the remuneration of Ajay Bhutoria is considered upto the date of resignation i.e 31 December 2022. All ESOP's granted to Ajay Bhutoria have been canceled upon ceasing the employment with the company.

*Outstanding includes long-term performance-based incentives and/or stock options which is not a part of the "Total compensation of Key management personnel"

$ paid to Marina Holdco (FPI) Limited, which had nominated Shashank Singh on the Board of the Company

** Transactions during the year includes Commission disbursed by the Company against previous years approved Commission; Outstanding for the year are the amount accrued as current year Commission

29. Contingent liabilities

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(a) Income Tax:		
Matters decided in favour of the Company by appellate authorities, where the Income Tax Department is in further appeal	75	75
Matters on which the Company is in appeal	256	213
(b) Sales Tax / Value Added Tax:		
Claims against Company regarding sales tax against which the Company has preferred appeals	55	55
(c) Claims against Company regarding service tax against which the Company has preferred appeal	8	2
(d) Claims against the Company not acknowledged as debts	1	1
(e) Bank Guarantees	107	122

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

30. Disclosures with respect to Capital expenditure and Leases

a. Capital expenditure contracted but not recognised as liability is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Property plant and equipments	3	23
Intangible assets	2	5

b. The details of the right-of-use asset held by the Company are as follows:

Particulars	Additions for FY 2022-23	As at March 31, 2023	Depreciation charge for FY 2022-23
Leasehold land	- [-]	19 [20]	0 [0]
Buildings/Office premises	194 [76]	1,307 [1,612]	309 [366]
Total	**194 [76]**	**1,326 [1,632]**	**309 [366]**

Figures in brackets are for previous year i.e. March 31, 2022

31. Share Based Payments

(a) Employee Stock Option Plan, 2002 (2002 ESOP) and Employee Stock Option Plan, 2006 (2006 ESOP)

Under the 2002 ESOP and 2006 ESOP schemes, participants are granted options which vest equally over a period of 5 years from the date of grant. Participation in the plan is at the discretion of the Nomination and Remuneration Committee (NRC) and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

- The exercise price is determined based on the market price, being the closing price of the share on the stock exchange with higher trading volume on the day preceding the day of the grant of options. The scheme allows the NRC to set the exercise price at a premium or discount not exceeding 20% on the market price.
- The options remain exercisable for 10 years from date of vesting and lapse if they remain unexercised during this period.
- Options granted carry no dividend or voting rights. When exercisable, each option is convertible into one equity share.

Notes to the Standalone Financial Statements

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(All amounts in INR Mn, unless otherwise stated)

Stock option activity under the "2002 ESOP" scheme is as follows:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	2,500	12	13,930	15.01
Granted during the year	-	-	-	-
Cancelled during the year	-	-	5,000	17.6
Exercised during the year	2,500	12	6,430	14.18
Lapsed during the year	-	-	-	-
Outstanding at the end of the year	-	-	2,500	12
Vested and Exercisable at the year end	-	-	2,500	-

Stock option activity under the "2006 ESOP" scheme is as follows:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	363,880	50.54	635,960	80.21
Granted during the year	-	-	-	-
Cancelled during the year	26,400	46.13	22,870	65.53
Exercised during the year	67,790	58.37	249,210	124.87
Lapsed during the year	1,000	30.00	-	-
Outstanding at the end of the year	268,690	49.06	363,880	50.54
Vested and Exercisable at the year end	268,690	-	363,880	-

(b) Employee Performance Award Unit Plan, 2016 (EPAU 2016)

Vesting would happen on or after 1 (one) year but not later than 5 (five) years from the date of grant of such PAUs or any other period as may be determined by the NRC (the Committee) and is subject to achievement of performance targets, set out in the Grant letter and/or the Scheme/prescribed by the Committee.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

The exercise price is INR 2 per unit and all vested units need to be exercised at any time within the period determined by the Committee from time to time, subject to a maximum period of two and half months from the end of calendar year in which vesting happens for the respective PAUs.

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	1,685,517	2	1,785,000	2
Granted during the year	1,652,528	2	1,234,564	2
Cancelled during the year	1,138,095	2	1,008,501	2
Exercised during the year	193,597	2	325,546	2
Lapsed during the year	-	-	-	-
Outstanding at the end of the year	2,006,353	2	1,685,517	2
Vested and Exercisable	96,383	-	-	-

(c) Share options outstanding at the end of the year have the following expiry dates and exercise prices:

Share based payment scheme	Grant year	Range of exercise prices	Expiry year	Share options as at	
				March 31, 2023	March 31, 2022
2006 ESOP	FY 2006-2009	10 - 30	FY 2021-2024	-	-
	FY 2010-2013	10 - 55	FY 2021-2028	143,030	327,470
	FY 2014-2017	50 - 220	FY 2026-2031	125,660	36,410
Weighted average remaining contractual life of options outstanding at the end of the year				**3.11 years**	**5.13 Years**
2002 ESOP	FY 2002-2005	6 - 16	FY 2018-2020	-	-
	FY 2006-2009	12- 20	FY 2021-2024	-	2,500
Weighted average remaining contractual life of options outstanding at the end of the year				**-**	**0.32 year**
EPAU 2016	FY 2017-2021	2	FY 2021-2024	-	508,033
	FY 2021-2023	2	FY 2022-2027	2,006,353	1,177,484
Weighted average remaining contractual life of options outstanding at the end of the year				2.77 years	2.55 years

(d) Fair value of options granted

The fair value of the options at the grant date is determined using Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk-free rate for the term of the option.

(e) The following tables illustrate the model inputs for options granted during the year ended March 31, 2023 and March 31, 2022 and the resulting fair value of the options at the various grant dates:

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as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

For the year ended March 31, 2023

Employee Performance Award Unit Plan, 2016 (EPAU 2016)

Particulars	Grant Date					
	24-Jun-22	12-Jul-22	12-Jul-22	12-Jul-22	25-Oct-22	25-Oct-22
	Vest 1	Vest 1	Vest 2	Vest 3	Vest 1	Vest 2
Expected Life (years)	1.38	1.35	3.12	4.12	1.83	2.83
Volatility (%) *	49.22	48.32	48.94	47.3	44.57	50.31
Risk free rate (%)	6.15	6.16	6.8	7.02	6.83	7.07
Exercise price (Rs.)	2	2	2	2	2	2
Dividend yield (%)	0	1.34	1.34	1.34	2.35	2.35
Fair value per vest	266.86	254.58	248.79	245.58	202.94	198.31
Vest %	100%	33%	33%	33%	27%	36%
Option fair value	**266.86**	**249.65**	**249.65**	**249.65**	**197.93**	**197.93**

Particulars	Grant Date				
	25-Oct-22	10-Jan-23	31-Mar-23	31-Mar-23	31-Mar-23
	Vest 3	Vest 1	Vest 1	Vest 2	Vest 3
Expected Life (years)	3.83	1.59	1.61	2.61	3.61
Volatility (%) *	45.76	43.46	42.46	43.33	46.97
Risk free rate (%)	7.23	6.72	7.02	7.1	7.12
Exercise price (Rs.)	2	2	2	2	2
Dividend yield (%)	2.35	2.4	1.88	1.88	1.88
Fair value per vest	193.79	198.46	256.93	252.25	247.65
Vest %	36%	100%	36%	32%	32%
Option fair value	**197.93**	**198.46**	**252.47**	**252.47**	**252.47**

* The expected price volatility is based on the historic volatility (based on remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

For the year ended March 31, 2022

Particulars	Grant Date				
	20-Jan-22	20-Jan-22	30-Mar-21	21-Jun-19	29-Apr-19
	Vest 2	Vest 1	Vest 1	Vest 1	Vest 1
Expected Life (years)	1.59	1.59	1.5	2.38	2.53
Volatility (%) *	46.87	46.87	53.84	32.96	33.22
Risk free rate (%)	4.40	4.40	4.23	6.28	6.85
Exercise price (Rs.)	2	2	2	2	2
Dividend yield (%)	0.64	0.64	0.66	3.15	3.46
Fair value per vest	467.34	467.34	273.88	233.93	210
Vest %	32.43%	25%	100%	100%	100%
Option fair value	**464.37**	**463.02**	**273.88**	**233.93**	**210**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

32. Earnings per share

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Profits attributable to equity shareholders	3,084	3,211
Basic Earnings Per Share		
Weighted average number of equity shares outstanding during the year (in nos)	226,356,924	225,879,925
Basic EPS (INR)	13.62	14.21
Diluted Earnings Per Share		
Weighted average number of equity shares outstanding during the year (in nos)	226,356,924	225,879,925
Effect of dilutive issue of stock options (in nos)	1,158,707	19,97,084
Weighted average number of equity shares outstanding for diluted EPS (in nos)	227,515,631	227,877,009
Diluted EPS (INR)	**13.55**	**14.09**

33. Goodwill

Goodwill is tested for impairment atleast on an annual basis. For the purpose of impairment testing, goodwill is allocated to a Cash Generated Unit (CGU) or group of CGUs expected to benefit from the synergies arising from the business combinations. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Goodwill has been allocated to Digital and Application Services segment.

Goodwill and other Intangible Assets with respect to Digital and Application Services operating segment acquired through acquisitions is further allocated to identified CGU i.e. Retail Consumer Services.

The carrying amount was computed by allocating the net assets to CGU's for the purpose of impairment testing. The recoverable amount is computed based on value-in-use method using a forecast period of 5 years. The value-in-use of respective CGU is based on the future cash flows using a discount rate range of 13.0-16.3% and 1.50% annual revenue growth rate for periods subsequent to the forecast period of 5 years.

Goodwill movement is given below:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	956	956
Add: Translation differences	-	-
Closing Balance	956	956

In respect of above, no impairment was identified as of March 31, 2023 and March 31, 2022 as the recoverable value of the CGUs exceeded the carrying value. An analysis of the sensitivity to a change in the key parameters (combination of revenue without growth and moderate growth) did not identify any probable scenarios where the CGU's recoverable amount would fall below its carrying amounts.

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(All amounts in INR Mn, unless otherwise stated)

34. Segment information

Segment information has been presented in the Consolidated Financial Statements as permitted by Indian Accounting Standard Ind AS 108, Operating Segments as notified under the Companies (Indian Accounting Standard) Rules, 2015.

35. Business Combination

a) Merger of Cynosure Interface Services Private Limited with the Company

The Board of Directors of Zensar Technologies Limited at its meeting held on October 29, 2020 approved the scheme of amalgamation (the "Scheme") which provides for the amalgamation of Cynosure Interface Services Private Limited (Cynosure) (a wholly owned subsidiary of the Company) with the Company under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Appointed date of the Scheme is April 1, 2021. All the equity shares held by the company in Cynosure shall stand cancelled and extinguished as on the Appointed Date. Accordingly, there will be no issue and allotment of equity shares to the shareholders of the Cynosure upon the Scheme being effective.

The Scheme becoming effective on 18 May 2022 and with effect from the Appointed Date, Company accounted for the amalgamation of Cynosure in its books of account in accordance with the 'Pooling of Interest Method' laid down by Appendix C of Indian Accounting Standard 103 'Business Combinations' ('Ind AS 103') specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, and any amendments issued thereunder and in accordance with generally accepted accounting principles. Accordingly, the financial statements of the Company (including comparative period presented in the financial statements) shall be restated for the accounting impact of amalgamation as if the amalgamation had occurred from the beginning of the said comparative period.

Key numbers of previous periods as previously reported are as follows

Particulars	INR Mn
Total Assets	25,584
Total Equity	20,814
Total Liabilities	4,770
Revenue from operations	16,289
Profit before tax	4,303
Profit after Tax	3,208
Total comprehensive income	3,147

b) Acquisition of M3BI India and M3BI LLC

M3Bi India and M3Bi LLC delivers high quality data engineering, analytics and AI/ML and advanced engineering services which would enhance Zensar's existing data engineering and digital engineering capabilities.

On 8 July 2021, Company had acquired 100% equity stake in M3bi India Private Limited (M3Bi India) for an upfront consideration of INR 178 Mn.

On 14 July 2021, Zensar Technologies Inc (wholly owned subsidiary of the Company) had acquired 100% of voting interest in M3Bi LLC for an upfront consideration of USD 21.60 Mn adjusted for estimated net assets to INR 1,645 Mn (USD 22.13 Mn), further performance based deferred earnouts payable upto INR 520 Mn (USD 7 Mn) over next 36 months.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

36. Additional disclosures

(i) Trade Receivables ageing:

Particulars	Not due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	6,217 [6,807]	992 [2,471]	1 [3]	(1) [11]	(1) [(0)]	(0) [(1)]	7208 [9,291]
Undisputed Trade Receivables – which have significant increase in credit risk	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Undisputed Trade Receivables – credit impaired	- [-]	9 [9]	8 [4]	10 [8]	9 [7]	92 [100]	128 [128]
Disputed Trade Receivables– considered good	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Disputed Trade Receivables – which have significant increase in credit risk	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Disputed Trade Receivables – credit impaired	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Total	**6,217 [6,807]**	**1,001 [2,480]**	**9 [7]**	**9 [19]**	**8 [7]**	**92 [99]**	**7,336 [9,419]**

Figures in brackets are for previous year i.e. as at March 31, 2022

Details above are computed from the due date of payment

(ii) Trade Payables ageing:

Particulars	Not Due	Accruals	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	13 [11]	28 [65]	(0) [(0)]	(0) [(0)]	(0) [-]	0 [(0)]	41 [76]
Others	17 [24]	534 [796]	7 [8]	0 [4]	4 [38]	118 [167]	680 [1,037]
Disputed dues – MSME	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Disputed dues – Others	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Total	**30 [35]**	**562 [861]**	**7 [8]**	**0 [4]**	**4 [38]**	**118 [167]**	**721 [1,113]**

Figures in brackets are for previous year i.e. as at March 31, 2022

Details above are computed from the due date of payment

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(iii) Shares held by promoters at the end of year:

Particulars	No of Shares	% of total Shares	% Change during the year
Swallow Associates LLP	60,586,344 [60,586,344]	26.75 [26.78]	(0.03) [-]
Summit Securities Limited	25,028,127 [24,972,427]	11.05 [11.04]	0.01 [-]
Instant Holdings Limited	19,177,646 [19,051,374]	8.47 [8.42]	0.05 [-]
Sofreal Mercantrade Private Limited	6,002,920 [5,899,472]	2.65 [2.61]	0.04 [1]
Chattarpati Apartments LLP	228,500 [228,500]	0.10 [0.10]	- [-]
Harsh Vardhan Goenka	149,990 [149,990]	0.07 [0.07]	- [-]
STEL Holdings Limited	108,018 [-]	0.05 [-]	0.05 [-]
RPG Ventures Limited	161,660 [143,660]	0.07 [0.06]	0.01 [-]
AVG Family Trust through Trustees, Mr. Harsh Vardhan Goenka And Mr Anant Goenka	10 [10]	0 [0]	- [-]
Ishaan Goenka Trust through Trustee, Mr. Harshvardhan Goenka	10 [10]	0 [0]	- [-]
Navya Goenka Trust through Trustee, Mr. Harshvardhan Goenka	10 [10]	0 [0]	- [-]
RG Family Trust through Trustee, Mr. Harsh Vardhan Goenka And Mr Anant Goenka	10 [10]	0 [0]	- [-]
Nucleus Life Trust through Trustee, Mr. Harshvardhan Goenka	5 [5]	0 [0]	- [-]
Prism Estates Trust through Trustee, Mr. Harshvardhan Goenka	5 [5]	0 [0]	- [-]
Secura India Trust through Trustee, Mr. Harshvardhan Goenka	10 [5]	0 [0]	0.00 [-]
Stellar Energy Trust through Trustee, Mr. Harshvardhan Goenka	- [5]	- [0]	0.00 [-]
Sudarshan Electronics and TV LTD	5 [5]	0 [0]	- [-]

Figures in brackets are for previous year i.e. as at March 31, 2022

(iv) Capital work-in-progress Ageing:

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	- [9]	- [-]	- [-]	- [-]	- [9]

Figures in brackets are for previous year i.e. as at March 31, 2022

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(v) Accounting Ratios

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	% Change
Current Ratio	5.20	5.52	(5.86%)
Debt Equity Ratio	Not applicable	Not applicable	Not applicable
Debt Service Coverage Ratio	Not applicable	Not applicable	Not applicable
Return on Equity Ratio	14.07%	16.39%	(14.18%)
Inventory Turnover ratio	Not applicable	Not applicable	Not applicable
Trade Receivable turnover ratio	2.21	2.05	7.58%
Trade payable turnover ratio	2.03	1.50	35.00%*
Net capital turnover ratio	1.32	1.22	8.19%
Net profit ratio	16.91%	19.71%	(14.20%)
Return on capital employed	20.30%	25.14%	(19.26%)
Return on investment	5.67%	4.58 %	23.74%

* enhanced efficiency on working capital management has resulted in an improvement in ratio.

Formula used for calculation of accounting ratios

Ratios	Formula
Current Ratio	Total current assets divided by Total current liabilities
Debt Equity Ratio	Total Debt (aggregate of long-term borrowings, short term borrowings and current maturity of long-term borrowings), divided by Total equity
Debt Service Coverage Ratio	(Profit before tax plus Depreciation, amortisation and impairment expense, interest expenses and Profit /(Loss) on sale of fixed assets (net)), divided by Total debt plus interest payable
Return on Equity Ratio	Profit after tax divided by average of opening and closing value of Total equity
Inventory Turnover ratio	(Consumption of spare parts for computer hardware and maintenance contracts plus Changes in inventories) divided by average of opening and closing value of Inventory
Trade Receivable turnover ratio	Revenue from operations divided by average of opening and closing value of Trade receivables
Trade payable turnover ratio	(Purchase of traded goods plus Consumption of spare parts for computer hardware and maintenance contracts plus Changes in inventories plus Subcontracting costs plus Other expenses except for Expenditure towards Corporate social responsibility, Allowance for doubtful trade receivables, Allowance for doubtful loans, advances and deposits, Director fees and Director commission) divided by average of opening and closing value of Trade payables
Net capital turnover ratio	Revenue from operations divided by average of closing and opening working capital. Working capital is current assets less current liabilities.
Net profit ratio	Profit after tax divided by Revenue from operations
Return on capital employed	Profit before tax plus interest expenses divided by average of opening and closing value of Capital employed. Capital employed is Total equity less Intangible assets add Deferred tax liability.
Return on investment	Income generated from invested funds / time weighted average investment

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(vi) Registration of charges or satisfaction with Registrar of Companies

The Company does not have any outstanding borrowings as at 31 March 2023 and 31 March 2022. However, as per the records available on the Registrar of Companies (RoC) portal, the below charges which were created by the Company in earlier years (more than 25 years back) for borrowings availed are still appearing as unsatisfied. The Company is in the process of obtaining no-dues certificates/ other relevant documents from the respective lenders for taking the required action.

Charge holder name	Amount	Charge holder name	Amount
Bank of India	1	State Bank of India	31
Bank of India	5	State Bank of India	37
Bank of Maharashtra	38	State Bank of India	4
Citibank N.A.	0	State Bank of India	7
General Insurance Corporation of India	4	State Bank of India	6
Indian Overseas Bank	38	State Bank of India	2
Indian Overseas Bank	57	State Bank of India	30
Indian Overseas Bank	56	State Bank of India	6
The Industrial Credit and Investment	7	State Bank of Travancore	30
The Industrial Credit and Investment Company of India Limited	4	State Bank of Travancore	17
Industrial Development Bank of India	4	Union Bank of India	17
Life Insurance Corporation of India	4	Union Bank of India	30
State Bank of India	20	United Bank of India	10

37. No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No:324982e/E300003

per Tridevlal Khandelwal
Partner
Membership No: 501160

Place: Mumbai
Date: May 11, 2023

For and on behalf of the Board of Directors of
Zensar Technologies Limited

H.V. Goenka
Chairman
DIN: 00026726

Manish Tandon
CEO and Managing Director
DIN: 07559939

Sachin Zute
Chief Financial Officer

Gaurav Tongia
Company Secretary

Place: Mumbai
Date: May 11, 2023

Independent Auditor's Report

To the Members of Zensar Technologies Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Zensar Technologies Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (as described in Notes 2(a) and 3 (a) to the consolidated financial statements)	
The Group engages into various contracts for software development, and maintenance of software/hardware and related services . The contracts with customer's have defined delivery milestones with agreed scope of work and pricing for each milestone based on the nature of service. On the basis of scope of work and terms, the pricing arrangement of these contracts is time and material and/or fixed price.	Our audit procedures include the following: 1. Obtained the understanding of the processes, systems and the controls implemented by the Group for recording and computing revenue and the associated contract assets and unearned revenue; and assessed the appropriateness of accounting policy with Ind AS 115. 2. Tested the design and operating effectiveness of management's key internal financial controls around revenue recognition;
Revenue from fixed price, where the performance obligation is satisfied over a period of time has been recognised using the percentage of completion computed as per the input method based on Group's estimate of total contract costs. Use of percentage -of-completion method requires the determination the actual efforts or costs expended to date as proportion of estimated total efforts or costs to be incurred. Revenue from time and material contracts is recognised basis the time spent by employee/vendors on a contract as approved by the project manager. Such services are recognised as and when the services are rendered and/or approved by the customers. We identified revenue recognition as a key audit matter since : • There is an inherent and presumed fraud risk around the revenue recognition considering application of revenue recognition standard is complex and involves number of key judgements and estimates mainly in identifying performance obligations, related transaction price (including estimates of variable consideration) and estimating the future cost to completion of the fixed price contracts, which is used to determine the percentage of completion of the relevant performance obligation; and • Time and material contracts are billed basis approval of effort estimate by project manager and also through customer acceptances in certain cases; and • At year end, significant amount of unbilled revenue related to these contracts are recognised on the balance sheet.	3. Tested sample revenue contracts and performed the following procedures to assess whether revenue is appropriately recognised as per principles of Ind AS 115 : • Evaluated management's assessment with respect to identification of performance obligation; • Agreed the transaction price to the underlying contracts; • In case of time and material type contract, tested samples to verify whether revenue has been correctly recorded based on approved effort estimate by project manager and where applicable, is backed by customer acceptances wherever revenue is invoiced to the customer; • In respect of fixed price type contracts, tested samples to verify whether management has appropriately accrued revenue as per milestones defined in the contract with necessary approvals and the estimated cost to complete the contract is appropriate; • Assessed aging of unbilled revenue as on the balance sheet date and in case of aged items obtained reasons for delays if any and expected timelines for invoicing of the same. • Performed analytical procedures on unbilled revenue and customer margin's and obtained reasons for significant variations in customer margins as compared to contracted margin if any. • Obtained and read the disclosures made in the consolidated financial statements.
Impairment assessment of Goodwill (as described in Notes 2(f) , 3(e) and 30 to the consolidated financial statements)	
As at March 31, 2023, the group has the goodwill of INR 7,454 million pertaining to various business combinations which took place in the past. The carrying value of goodwill is tested annually for impairment using discounted cash flow models of recoverable value compared to the carrying value of assets. A deficit between recoverable value and carrying value would result in impairment. Determination of recoverable amount is complex and typically requires a high level of judgment, taking into account different geographies in which the Group operates. The key assumptions to the impairment testing model includes: • Projected revenue growth, operating margins and operating cash flows during the forecasted period, • Long-term growth rate beyond explicit forecast period and in perpetuity; and • Discount rate used	Our audit procedures include the following: 1. Assessed Group's evaluation of identification of cash-generating unit's (CGU) and allocation of goodwill to the respective CGUs. 2. Tested design and operating effectiveness of management's key internal controls over the impairment assessment process. 3. Involved our specialists evaluated the appropriateness of the model used and assessed the key assumptions of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates used; in consideration of current and estimated future economic conditions. 4. Compared previous forecasts to actual results for the past three financial years to assess the historical accuracy of the forecasting process.

Key audit matters	How our audit addressed the key audit matter
Due to the inherent uncertainty associated with these assumptions and because of the materiality of the balance to the Consolidated financial statements of the Group, the matter is considered a key audit matter.	5. Analyzed the consistency of cash flow forecasts with estimates presented to the Board as part of the Budgeting process. 6. Assessed recoverable value headroom by performing sensitivity analysis of key assumptions. 7. Tested the arithmetic accuracy of the models 8. Obtained and read the disclosures made in the consolidated financial statements.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Directors Report included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) The consolidated financial statements of the Holding Company for the year ended March 31, 2022, included in these consolidated financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 10, 2022.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit,, there are no qualifications or adverse remarks in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to

the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books ;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary company, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure " to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company and its subsidiary incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 31 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary incorporated in India during the year ended March 31, 2023.

iv. a) The respective managements of the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us respectively that, to the best of its knowledge and belief, other than as disclosed in the note41 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary, to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us respectively that, to the best of its knowledge and belief, other than as disclosed in the note 41 to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiary from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid during the year by the Holding Company until the date of the audit report of such Holding Company is in accordance with section 123 of the Act.

As stated in note 10 (a) (ii) to the consolidated financial statements, the respective Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members of the Holding Company at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for the Holding Company and its subsidiary company incorporated in India, hence reporting under this clause is not applicable.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number:324982e/E300003

per **Tridevlal Khandelwal**
Partner
Membership Number: 501160
UDIN: 23501160BGYHCP6682

Place of Signature: Mumbai
Date: May 11, 2023

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ZENSAR TECHNOLOGIES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Zensar Technologies Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary , which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31,2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to this 1 subsidiary, which is a company incorporated in India, is based on the corresponding reports of the auditors of such subsidiary in India.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number:324982e/E300003

per **Tridevlal Khandelwal**
Partner
Membership Number: 501160
UDIN: 23501160BGYHCP6682

Place of Signature: Mumbai
Date: May 11, 2023

Consolidated Balance Sheet

(All amounts in INR Mn, unless otherwise stated)

Consolidated Balance Sheet as at	Notes	March 31, 2023	March 31, 2022
Assets			
Non-current assets			
(a) Property, plant and equipment	4	1,122	1,251
(b) Right of use assets	32	2,140	2,559
(c) Capital work-in-progress		0	12
(d) Goodwill	30	7,454	7,011
(e) Other intangible assets	5	1,019	1,718
(f) Financial assets			
i. Investments	6(a)	4,477	1,605
ii. Other financial assets	6(f)	495	257
(g) Income tax assets (net)	16(a)	294	757
(h) Deferred tax assets (net)	7	958	539
(i) Other non-current assets	8	67	68
Total Non-current assets		**18,026**	**15,777**
Current assets			
(a) Financial assets			
i. Investments	6(b)	4,509	1,636
ii. Trade receivables	6(c)	7,298	7,967
iii. Cash and cash equivalents	6(d)	4,744	5,054
iv. Other balances with banks	6(e)	2,536	3,505
v. Other financial assets	6(g)	2,859	2,631
(b) Other current assets	9	1,238	1,825
Total current assets		**23,184**	**22,618**
Total assets		**41,210**	**38,395**
Equity and liabilities			
Equity			
(a) Equity share capital	10(a)	453	452
(b) Other equity			
i. Reserves and surplus	10(b)	28,531	26,140
ii. Other components of equity	10(d)	778	277
Equity attributable to owners of the company		**29,762**	**26,869**
Non-controlling interests	29(b)	-	-
Total equity		**29,762**	**26,869**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
i. Lease liabilities	11(b)	1,904	2,348
ii. Other financial liabilities	11(a)	423	318
(b) Provisions	13	42	37
(c) Employee benefit Obligations	14	497	558
Total non-current liabilities		**2,866**	**3,261**
Current liabilities			
(a) Financial liabilities			
i. Lease liabilities	11(b)	826	1,005
ii. Trade payables	12		
- Total outstanding dues of micro and small enterprises		43	76
- Total outstanding dues of creditors other than micro and small enterprises		2,729	3,088
iii. Other financial liabilities	11(a)	2,134	2,176
(b) Employee benefit obligations	14	506	395
(c) Other current liabilities	15	1,828	1,211
(d) Income tax liabilities (net)	16(a)	516	314
Total current liabilities		**8,582**	**8,265**
Total liabilities		**11,448**	**11,526**
Total equity and liabilities		**41,210**	**38,395**

The accompanying notes form an integral part of the consolidated financial statements
As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No:324982e/E300003

per Tridevlal Khandelwal
Partner
Membership No: 501160

Place: Mumbai
Date: May 11, 2023

For and on behalf of the Board of Directors of
Zensar Technologies Limited

H.V. Goenka
Chairman
DIN: 00026726

Manish Tandon
CEO and Managing Director
DIN:07559939

Sachin Zute
Chief Financial Officer

Gaurav Tongia
Company Secretary

Place: Mumbai
Date: May 11, 2023

Consolidated Statement of Profit and Loss

(All amounts in INR Mn, except earnings per share)

Consolidated Statement of Profit and Loss for the	Notes	Year ended March 31, 2023	Year ended March 31, 2022
Income			
(a) Revenue from operations	17	48,482	42,438
(b) Other income (net)	18	1,028	1,377
Total income		**49,510**	**43,815**
Expenses			
(a) Purchase of traded goods		1,322	1,102
(b) Employee benefits expense	19	31,230	25,750
(c) Subcontracting costs		7,055	6,173
(d) Finance costs	20	279	353
(e) Depreciation, amortisation and impairment expense	21	1,830	1,848
(f) Other expenses	22	3,353	2,848
Total expenses		**45,069**	**38,074**
Profit before tax		**4,441**	**5,741**
Tax expense	24		
(a) Current tax		1,567	1,542
(b) Deferred tax		(402)	(18)
Total tax expense		**1,165**	**1,524**
Profit for the year		**3,276**	**4,217**
Other comprehensive income/(loss)			
I) (a) **Items that will not be reclassified to profit or loss**			
- Remeasurements of defined employee benefit plans	14	134	(55)
- Change in fair value of equity instruments		21	(0)
(b) Income tax relating to items that will not be reclassified to profit or loss	24(iii)	(34)	19
		121	**(36)**
II) (a) **Items that will be reclassified to profit or loss**			
- Effective portion of gain / (loss) on designated portion of hedging instruments in a Cash Flow Hedge (net)	10(d)	19	(44)
- Exchange differences in translating the financial statements of foreign operations - gain / (loss)		470	119
(b) Income tax relating to items that will be reclassified to profit or loss	10(d)	(9)	16
		480	91
Other comprehensive income/(loss) for the year, net of tax		**601**	**55**
Total comprehensive income/(loss) for the year		**3,877**	**4,272**
Profit for the year attributable to:			
- Owners of the Company		3,276	4,163
- Non-controlling interests		-	54
		3,276	**4,217**
Other comprehensive income / (loss) attributable to:			
- Owners of the Company		601	44
- Non-controlling interests		-	11
		601	**55**
Total comprehensive income attributable to:			
- Owners of the Company		3,877	4,207
- Non-controlling interests		-	65
		3,877	**4,272**
Earnings per share [Face value INR 2 each]	33		
- Basic		14.47	18.43
- Diluted		14.40	18.27

The accompanying notes form an integral part of the consolidated financial statements
As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No:324982e/E300003

per Tridevlal Khandelwal
Partner
Membership No: 501160

Place: Mumbai
Date: May 11, 2023

For and on behalf of the Board of Directors of
Zensar Technologies Limited

H.V. Goenka
Chairman
DIN: 00026726

Manish Tandon
CEO and Managing Director
DIN:07559939

Sachin Zute
Chief Financial Officer

Gaurav Tongia
Company Secretary

Place: Mumbai
Date: May 11, 2023

Equity share capital

Balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
451	1	452
Balance as at April 1, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023
452	1	453

Particulars	Reserves and Surplus							Other components of equity			Owners Equity	Non-controlling interests	Total
	Capital redemption reserve	Share based payment reserve	Retained earnings	Capital reserve	Securities premium	General reserve	Special economic zone re-investment reserve	Effective portion of Cash Flow Hedges	Equity Instruments through Other Comprehensive Income	Exchange differences on translating the financial statements of a foreign operation			
Balance as at April 1, 2021	**44**	**149**	**11,313**	**29**	**302**	**10,694**	**255**	**0**	**(79)**	**264**	**22,972**	**288**	**23,260**
Profit for the year	-	-	4,163	-	-	-	-	-	-	-	4,163	54	4,217
Effective portion of gain / (loss) on Cash Flow Hedge (net)	-	-	-	-	-	-	-	(28)	-	-	(28)	-	(28)
Change in fair value of equity instruments	-	-	-	-	-	-	-	-	(0)	-	(0)	-	(0)
Exchange differences in translating the financial statements of foreign operations - gain / (loss)	-	-	-	-	-	-	-	-	-	119	119	11	119
Remeasurements of defined employee benefit plans (net of tax)	-	-	(36)	-	-	-	-	-	-	-	(36)	-	(36)
Total comprehensive income for the year	**-**	**-**	**4,127**	**-**	**-**	**-**	**-**	**(28)**	**(0)**	**119**	**4,217**	**65**	**4,272**
Transaction with owners in their capacity as owners:													
Equity Dividends paid	-	-	(881)	-	-	-	-	-	-	-	(881)	-	(881)
Recognition of Employee Share based payment expense (net)	-	160	-	-	-	-	-	-	-	-	160	-	160
Transferred (from) / to Securities premium on exercise of stock options	-	(84)	-	-	84	-	-	-	-	-	-	-	-
Received on exercise of stock options	-	-	-	-	31	-	-	-	-	-	31	-	31
Transferred (from)/to retained earnings	-	-	255	-	-	-	(255)	-	-	-	-	-	-
Transfer to Special economic zone re-investment reserve	-	-	(588)	-	-	-	588	-	-	-	-	-	-
Utilised on Buyback (refer note 36)	-	-	(407)	(29)	-	-	-	-	-	-	(436)	-	(436)
Reversal of Non Controlling Interest (refer note 36)	-	-	352	-	-	-	-	-	-	-	352	(352)	-
Balance as at March 31, 2022	**44**	**225**	**14,172**	**-**	**417**	**10,694**	**588**	**(27)**	**(79)**	**384**	**26,417**	**-**	**26,417**
Profit for the year	-	-	3,276	-	-	-	-	-	-	-	3,276	-	3,276
Effective portion of gain / (loss) on Cash Flow Hedge (net)	-	-	-	-	-	-	-	10	-	-	10	-	10
Change in fair value of equity instruments	-	-	-	-	-	-	-	-	21	-	21	-	21
Exchange differences in translating the financial statements of foreign operations - gain / (loss)	-	-	-	-	-	-	-	-	-	470	470	-	470
Remeasurements of defined employee benefit plans (net of tax)	-	-	100	-	-	-	-	-	-	-	100	-	100
Total comprehensive income for the year	**-**	**-**	**3,376**	**-**	**-**	**-**	**-**	**10**	**21**	**470**	**3,877**	**-**	**3,877**

Particulars	Reserves and Surplus							Other components of equity			Owners Equity	Non-controlling interests	Total
	Capital redemption reserve	Share based payment reserve	Retained earnings	Capital reserve	Securities premium	General reserve	Special economic zone re-investment reserve	Effective portion of Cash Flow Hedges	Equity Instruments through Other Comprehensive Income	Exchange differences on translating the financial statements of a foreign operation			
Transaction with owners in their capacity as owners:													
Equity Dividends paid	-	-	(1,132)	-	-	-	-	-	-	-	(1,132)	-	(1,132)
Recognition of Employee Share based payment expense (net)	-	143	-	-	-	-	-	-	-	-	143	-	143
Transferred (from) Share based payment reserve / to Retained earnings on exercise of stock options	-	(121)	121	-	-	-	-	-	-	-	-	-	-
Transferred (from) Share based payment reserve / to Securities premium on exercise of stock options	-	(41)	-	-	41	-	-	-	-	-	-	-	-
Received on exercise of stock options	-	-	-	-	4	-	-	-	-	-	4	-	4
Transferred (from)/to retained earnings	-	-	156	-	-	-	(156)	-	-	-	-	-	-
Balance as at March 31, 2023	**44**	**206**	**16,693**	**-**	**462**	**10,694**	**432**	**(17)**	**(59)**	**854**	**29,309**	**-**	**29,309**

The accompanying notes form an integral part of the consolidated financial statements
As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No:324982e/E300003

per Tridevlal Khandelwal
Partner
Membership No: 501160

Place: Mumbai
Date: May 11, 2023

For and on behalf of the Board of Directors of
Zensar Technologies Limited

H.V. Goenka
Chairman
DIN: 00026726

Manish Tandon
CEO and Managing Director
DIN: 07559939

Sachin Zute
Chief Financial Officer

Gaurav Tongia
Company Secretary

Place: Mumbai
Date: May 11, 2023

Consolidated Statement of Cash Flows for year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

Particulars	Year ended March 31, 2023		Year ended March 31, 2022	
Cash flow from operating activities				
Profit before taxation		4,441		5,741
Adjustments for:				
Depreciation, amortisation and impairment expense	1,830		1,848	
Employee share based payment expense	143		160	
Profit on sale of investments (mutual funds)	(137)		(68)	
Changes in fair value of financial assets/liabilities measured at fair value through profit and loss	15		(5)	
Income on financial assets measured at amoritsed cost	(12)		-	
Interest income	(405)		(235)	
Interest expense	258		334	
(Profit) / loss on sale of property, plant and equipment and intangible assets (net)	(21)		1	
Provision for doubtful debts and advances (net)	54		(105)	
Bad debts written off	10		74	
Provision no longer required and credit balances written back	(3)		(476)	
Unrealised exchange (gain) / loss (net)	(218)	1,514	22	1,550
Operating profit before working capital changes		**5,955**		**7,291**
Change in assets and liabilities				
(Increase)/decrease in trade receivables and Unbilled revenues	903		(2,597)	
(Increase)/ decrease in other assets	388		102	
Increase/ (decrease) in trade payables, other liabilities and provisions	735		94	
Increase/ (decrease) in employee benefit obligations	87		(16)	
Cash generated from operations		**8,068**		**4,874**
Income taxes paid (net of refunds)		(925)		(1,517)
Net cash generated from / (used in) operating activities		**7,143**		**3,357**
Cash flow from investing activities				
Purchases of Property, plant and equipment and intangible assets	(368)		(568)	
Payment of contingent consideration (earnouts)	(420)		(143)	
Payment for business acquisition (refer note 34 (i))	-		(1,773)	
Disposal of investments	32		24	
Sale of Property, plant and equipment and intangible assets	34		0	
Fixed Deposits placed	(3,409)		(3,545)	
Fixed Deposits redeemed	4,092		3,512	
Purchase of investments (Mutual Funds)	(19,465)		(15,450)	
Sale of investments (Mutual Funds)	17,589		17,317	
Purchase of investments (Deposits, Non Convertible Debentures and Commercial Papers)	(4,789)		(272)	
Sale of investments (Deposits, Non Convertible Debentures and Commercial Papers)	1,133		519	
Interest income received	296		201	
Net cash flows from / (used in) investing activities		**(5,275)**		**(178)**
Cash flow from financing activities				
Proceeds from issue of equity shares	4		32	
Dividend on equity shares	(1,132)		(881)	
Interest paid	(36)		(6)	
Payment of lease liabilities	(1,022)		(971)	
Net cash flows from / (used in) financing activities		**(2,186)**		**(1,826)**
Effect of exchange differences on translation of cash and cash equivalents		8		14
Net increase/(decrease) in cash and cash equivalents		**(310)**		**1,367**
Cash and cash equivalents at the beginning of the year		5,054		3,492
Addition in cash and cash equivalents on account of acquisition (refer note 34 (i))		-		195
Cash and cash equivalents at the end of the year		4,744		5,054

Notes:

1. The above Consolidated Statement of Cash Flows has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows.

2. Cash and cash equivalents comprise of: refer note 6(d)

	As at March 31, 2023	As at March 31, 2022
Cash on hand	0	1
Funds in transit	312	202
Cheques on hand	-	83
Balances with Banks:		
- In current accounts	2,618	3,292
- Deposits having original maturity of less than three months	1,814	1,476
Total	**4,744**	**5,054**

The accompanying notes form an integral part of the consolidated financial statements
As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No:324982e/E300003

per Tridevlal Khandelwal
Partner
Membership No: 501160

Place: Mumbai
Date: May 11, 2023

For and on behalf of the Board of Directors of
Zensar Technologies Limited

H.V. Goenka
Chairman
DIN: 00026726

Manish Tandon
CEO and Managing Director
DIN: 07559939

Sachin Zute
Chief Financial Officer

Gaurav Tongia
Company Secretary

Place: Mumbai
Date: May 11, 2023

Notes accompanying the Consolidated Financial Statements as at and for the year ended March 31, 2023

1. Corporate Information

Zensar Technologies Limited ("Company") is a public limited company incorporated and domiciled in India and has registered office at Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off Nagar road, Pune, Maharashtra, India. The Company is listed on BSE Limited and National Stock Exchange of India Limited. The Company along with its subsidiaries (together hereinafter referred to as "the Group") are engaged in providing a complete range of IT Services and Solutions. The Group's industry expertise spans across Manufacturing, Retail, Media, Banking, Insurance, Healthcare and Utilities.

The Consolidated Financial Statements for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on May 11, 2023.

The Consolidated Financial Statements are presented in INR and all amounts disclosed in the financial statements have been rounded off to nearest Mn, unless otherwise stated.

Basis of preparation:

Compliance with Ind AS:

The Consolidated Financial Statements of the Group ("financial statements") comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, presentation requirements of Division II of Schedule III to the Act as applicable to the consolidated financial statements and other relevant provisions of the Act.

i. Historical cost convention:

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) which are measured at fair value;
- defined benefit plans - plan assets measured at fair value;
- share- based payments and
- assets and liabilities arising in a business combination

ii. Current versus Non-current classification:

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their settlement in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

iii. Principles of consolidation:

The Consolidated Financial Statements comprise the financial statements of Zensar Technologies Limited and its subsidiaries (the Company and its subsidiaries constitute "the Group"). The Company consolidates all entities which are controlled by it.

The Group establishes control when; it has power over the entity, is exposed or has rights to variable returns from its involvement with the entity and has ability to affect the entity's returns by using its power over the entity. The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate.

The financial statements of the Group companies are consolidated on a line-by-line basis and intragroup balances, transactions including unrealized gain / loss from such transactions and cash flows are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded.

The difference between the fair value of consideration received from disposal of investment in subsidiary and the carrying amount of its assets (including goodwill) less liabilities as on the date of disposal along with cost of sell is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on such disposal of investment in subsidiary. In addition, any amounts previously recognised in the other comprehensive income are re-classified to the statement of profit and loss.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Group.

iv. Presentation and Functional currency:

Items included in the financial statements of each of Group entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional currency of the Company and its Indian subsidiaries is Indian Rupee (INR) and these financial statements are prepared in INR which is the presentation currency.

2. Summary of significant accounting policies

a) Revenue Recognition:

The Group earns revenue primarily from software development, maintenance of software/ hardware and related services, and sale of software licenses.

The Group's contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved, in writing, by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. At the inception of every contract, transaction price and performance obligations are determined. Transaction price reflect amount of consideration expected to be received in exchange for transferring goods and services plus estimate of variable consideration i.e. discounts, price concession, rebates etc. Transaction price is allocated to identifiable performance obligations in a manner that depicts exchange for transferring of promised goods and services. Volume discounts are recorded as a reduction of revenue. When the amount of discount varies with the levels of revenue, volume discount is recorded based on estimate of future revenue from the customer.

The Group applies judgement to determine whether each product or services promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised product or services are combined and accounted as a single performance obligation. The Group allocates the transaction price to separately identifiable performance obligations based on their relative stand-alone selling price. In cases where the Group is unable to determine the stand-alone selling price the Group uses expected cost-plus margin approach in estimating the stand-alone selling price.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

i. Time and material contracts:

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

ii. Fixed- price contracts:

Revenue for fixed-price contracts where performance obligations are satisfied over time is recognised using percentage-of-completion method. In respect of such fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs/ efforts incurred (input) determining the degree of completion of the performance obligation.

iii. Sale of licenses:

Revenue from licenses where the customer obtains a "right to use "the licenses is recognized at the time the license is made

Notes accompanying the Consolidated Financial Statements as at and for the year ended March 31, 2023

available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

b) Income Tax:

Income tax comprises current and deferred tax. Income tax expense is recognized in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

i. Current Income Tax:

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the period. The current income tax expense for overseas subsidiaries has been computed based on the tax laws applicable to each subsidiary in the respective jurisdiction in which it operates.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

ii. Deferred Tax:

Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with undistributed earnings of subsidiaries and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Group offsets deferred tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred Tax includes MAT credit, if any and it is recognized as an asset only when and to the extent there is convincing evidence that the Group will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 for a specified period. Credit on account of MAT is recognized as an asset based on the management's estimate of its recoverability in the future.

c) Leases:

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group assesses whether a contract contains a lease, at inception of a contract. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (1) the contract involves the use of an identified asset (2) the group has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the group has the right to direct the use of the asset.

Group as a lessee:

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cashflows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU asset are separately presented in the Balance Sheet and lease payments are classified as cash flows used in financing activities.

Group as a lessor:

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight- line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

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Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 "Revenue from Contracts with Customers" to allocate the consideration in the contract.

d) Foreign Currency Translation:

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated at the exchange rate prevailing on the reporting date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not restated.

Assets and liabilities of entities with functional currency other than the functional currency of the Group have been translated using exchange rates prevailing on the reporting date. Statement of profit and loss of such entities has been translated using weighted average exchange rates. Translation adjustments have been reported as Foreign Currency Translation Reserve in the Statement of Changes in Equity through Other Comprehensive Income (OCI). On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit and loss.

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

Goodwill and fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

e) Business Combinations:

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of acquisition date fair values of the assets transferred by the Group, liabilities, including contingent liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are generally recognized in profit or loss as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

Intangible assets acquired in business combination are measured at fair value as of the date of acquisition less accumulated amortisation and accumulated impairment losses, if any.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

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When the consideration transferred by the group in a business combination includes assets or liabilities resulting from a contingent arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with Ind AS 109 Financial Instruments or Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets, with the corresponding gain or loss being recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

f) Impairment of non-financial assets:

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

g) Cash and Cash Equivalents:

For the purposes of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, in banks and demand deposits with original maturities of three months or less that are readily convertible to known amounts of cash and cash equivalents which are subject to insignificant risk of changes in value and net of outstanding bank overdraft. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

h) Inventories:

Inventories are valued at lower of cost and net realizable value including necessary provision for obsolescence. Cost is determined using weighted average method. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

i) Investments and other financial assets and liabilities:

i. Classification:

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial liabilities are measured at amortised cost using the effective interest method.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership

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of the asset to another entity. The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

ii. Initial recognition:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

The Group intends to hold its investment in open ended target maturity funds till maturity. It may be noted that these funds have a pre-determined maturity date. These funds follow a passive buy and hold strategy; in which the existing underlying investment bonds are expected to be held till maturity unless sold for meeting redemptions or rebalancing requirements as stated in the scheme document. In our view, such strategy mitigates intermittent price volatility in open ended target maturity funds' underlying investments; and investors who remain invested until maturity are expected to mitigate the market/volatility risk to a large extent. Based on this, the Group believes that the investments in open ended target maturity funds meet the requirements of SPPI (solely payments of principal and interest) test as per the requirements of Ind AS 109.

iii. Measurement:

Financial assets carried at amortized cost:

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial assets at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

iv. Impairment of financial assets (other than at fair value):

The Group assesses at each reporting date whether a financial asset or a group of financial assets and contract assets (unbilled revenue) is impaired. The Group recognises loss allowances, in accordance with IND AS 109, using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables and unbilled revenue with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain or loss in the statement of profit or loss.

j) Interest and Dividend income:

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

k) Derivatives and hedging activities:

The Group designates certain foreign exchange forward, currency options and futures contracts as hedge instruments in respect of foreign exchange risks. These hedges are accounted for as cash flow hedges/fair value hedges, as applicable.

The Group uses hedging instruments that are governed by the policies of the Group which are approved by their respective Board of Directors. The policies provide written principles on the use of such financial derivatives consistent with the risk management strategy of the Group and its subsidiaries. The Group enters into derivative financial instruments where the counterparty is primarily a bank.

The hedge instruments are designated and documented as hedges at the inception of the contract. The Group determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at inception and on an ongoing basis. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified in net foreign exchange gains/loss in the statement of profit and loss.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment
- Hedges of a net investment in a foreign operation

Subsequent to initial recognition, derivative financial instruments are measured as described below:

Cash flow hedges:

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and held in cash flow hedging reserve, net of taxes, a component of equity, to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the statement of profit and loss and reported within foreign exchange gains/(losses), net within results from operating activities. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs.

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The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the statement of profit and loss upon the occurrence of the related forecasted transaction.

The Group enters into the contracts that are effective as hedges from an economic perspective but may not qualify for hedge accounting. The change in the fair value of such instrument is recognised in the statement of profit and loss.

l) Offsetting financial instruments:

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

m) Property, plant and equipment:

i. Recognition and measurement:

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Freehold land is carried at historical cost.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced.

All other repairs and maintenance costs are charged to profit and loss in the reporting period in which they occur.

An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit or loss.

The cost of property, plant and equipment not available for use before year end date are disclosed under capital work- in-progress, net of impairment losses, if any and are not depreciated.

An asset's carrying amount is written down immediately to its recoverable amount if the carrying amount o the assets or cash generating unit (CGU) as applicable, is greater than its estimated recoverable amount. An impairment loss is recognised in the statement of profit and loss.

ii. Depreciation:

The Group depreciates property, plant and equipment on a straight-line basis as per the estimated useful lives. The estimated useful lives of property, plant and equipment are as follows:

Class of asset	Useful life
Buildings	30 years
Electrical Installations and equipments	5 years
Furniture and fixtures	3-10 years
Office Equipments	3-10 years
Data processing Equipments	3-5 years
Vehicles	5 years

Assets acquired under leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

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The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

n) Intangible Assets:

Intangible assets other than those acquired in a business combination are measured at cost at the date of acquisition.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Research costs are expensed as incurred.

Internally generated intangible asset arising from development activity is recognized at cost on demonstration of its technical feasibility, the intention and ability of the Group to complete, use or sell it, only if, it is probable that the asset would generate future economic benefit and the expenditure attributable to the said assets during its development can be measured reliably.

An item of Intangible assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

Amortisation periods and methods for all Intangible Assets, including those arising from business combination:

Intangible assets are amortized on straight line basis over their estimated useful lives which are as follows:

Class of Intangible Assets	Useful life followed by the Group
Softwares (acquired)	1-5 years
Softwares (internally generated)	3-5 years
Non-compete agreements	3-6 years
Customer relationship	4-10 years
Customer contracts	1 -3 years
Brand	3-5 years

The estimated useful life of amortizable intangible assets are reviewed and where appropriate are adjusted, annually.

o) Provisions and contingent liabilities:

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material)

The Group uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

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p) Employee benefits:

i. Post-employment and pension plans:

The Group participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Group's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service. Under a defined benefit plan, it is the Group's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Group. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

The Group has the following employee benefit plans:

Provident Fund:

Employees receive benefits from a provident fund, which is a defined benefit plan. The employer and employees each make periodic contributions to the plan. Provident fund contributions are made to a trust administered by the Group. The contributions to the trust managed by the Group are accounted for as a defined benefit plan as the Group is liable for any shortfall, if any with respect to the rate of return based on the government specified minimum rates of return.

The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of the year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise. The contributions made to the trust are recognised as plan assets. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

Defined contribution plans

The Group provides benefits such as superannuation, provident fund (other than Company managed fund) and foreign defined contribution plans (401K, National Insurance in UK, etc) to its employees which are treated as defined contribution plans.

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

Gratuity:

The Group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Scheme. The Gratuity plan provides for a lump sum payment to eligible employees, at retirement, death, incapacitation or termination of employment based on the last drawn salary and years of employment with the Group. The gratuity fund is managed by the Life Insurance Corporation of India (LIC). The Group's obligation in respect of the gratuity plan, is provided for based on actuarial valuation using the projected unit credit method. The Group recognises actuarial gains and losses immediately in other comprehensive income, net of taxes.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

ii. Short-term benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related services are provided. Liabilities for wages and salaries including the amount expected to be paid under short-term cash bonus or profit sharing plans, expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

iii. Compensated absences:

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement.

The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year, as applicable. Actuarial losses/ gains are recognized in the Statement of Profit and Loss in the year in which they arise.

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are classified under current liabilities and balance under non-current liabilities.

iv. Share-based payments:

Selected employees of the Group receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

The cost under employee benefits expense is recognised, together with a corresponding change in Share Based Payment Reserves under Other Equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest.

Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

q) Assets held for Sale

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through containing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance

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contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write –down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increase in fair value less costs sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non –current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in balance sheet.

A discontinued operations is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

r) Contributed Equity:

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

s) Dividends:

Dividend on share is recorded as liability on the date of approval by the shareholders in case of final dividend; or by the board of directors in case of interim dividend. A corresponding amount is recognized directly in equity.

t) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Notes accompanying the Consolidated Financial Statements as at and for the year ended March 31, 2023

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange are valued using the closing price as at the reporting period.

Level 2: Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) but is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument as observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operations.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

u) Operating Segments

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided.

The Board of Directors examines the Group's performance based on the services, products and geographic perspective and has identified below mentioned reportable segments of its business as follows:

Digital and Application Services (DAS): Custom Applications Management Services that include Application Development, Maintenance, Support, Modernisation and Testing Services across a wide technology spectrum and Industry verticals.

Digital Foundation Services (DFS): Infrastructure management services includes Hybrid IT, Digital workplace, Dynamic Security and Unified IT provided under managed service platform using automation, autonomics and machine learning.

The Board of Directors monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

v) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

w) Earnings per share:

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

Notes accompanying the Consolidated Financial Statements as at and for the year ended March 31, 2023

2.1 Recent accounting pronouncements

MCA issued amendments to certain Indian Accounting Standards (called as "Companies (Indian Accounting Standards) Amendment Rules, 2022") which were applicable from 1 April 2022 and these amendments didn't have a significant impact on the financial statements.

On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015, and issued rules called as Companies (Indian Accounting Standards) Amendment Rules, 2023 which are applicable from 1 April 2023. Key amendments are summarised below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' which will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The Group have evaluated these accounting pronouncements and does not expect the amendments to have significant impact on its financial statements.

3. Critical estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and the accompanying disclosures and including the disclosure of contingent liabilities as at the reporting date. However, any change in these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

The areas involving critical estimates and/or judgements are:

a Revenue recognition

A portion of the Group's business relates to fixed price contracts which is accounted using percentage of completion method, recognizing revenue as the performance on the contract progresses. Use of the percentage-of-completion method requires the Group to estimate the efforts or costs expended to date (input method) as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. This requires management to make judgement with respect to identifying contracts for which revenue need to be recognised over a period of time, depending upon when the customer consumes the benefit, when the control is passed to customer, and whether the Group has right to payment for performance completed till date, either contractually or legally.

b Income and Deferred taxes

Significant judgements are involved in determining the provision for income taxes, including judgment on whether tax positions are probable of being sustained in tax assessments. The management considers the probability of an unfavourable outcome while deciding on the need of accrual of tax with respect to ongoing tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. Refer note 2(b) for Accounting policy in this regard.

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date, as explained under Note 2 (b) (ii). The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

c Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The policy for the same has been explained under note 2(m).

d Business combination

In accounting for business combinations, judgement is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets acquired, and liabilities and contingent consideration involves management judgement. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgements, estimates, and assumptions can materially affect the results of operations.

e Goodwill

Goodwill is tested for impairment annually once or when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit to which such goodwill pertains is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

f Defined benefit obligation

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Also refer note 14.

g Employee stock options

The Group initially measures the cost of equity-settled transactions with employees using a Black Scholes Options Pricing model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model and the performance of the Group, which is dependent on the terms and conditions of the grant.

This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 38.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

4 Property, plant and equipment

Particulars	Buildings	Leasehold Improvements	Electrical Installations and equipments	Furniture and Fixtures	Office Equipments	Data Processing Equipments	Vehicles	Total
Gross carrying amount								
As at April 1, 2022	**405**	**477**	**155**	**300**	**265**	**1,632**	**32**	**3,266**
Additions	2	105	17	28	13	146	8	319
Disposals	-	(43)	(1)	(36)	(115)	(244)	(15)	(454)
Exchange translation differences	-	8	1	4	10	13	0	36
Gross carrying amount as at March 31, 2023	**407**	**547**	**172**	**296**	**173**	**1,547**	**25**	**3,167**
Accumulated Depreciation								
As at April 1, 2022	**130**	**255**	**118**	**180**	**216**	**1,096**	**20**	**2,015**
Depreciation	18	84	15	26	24	275	4	446
Disposals	-	(43)	(1)	(32)	(114)	(240)	(11)	(441)
Exchange translation differences	-	4	0	3	9	9	0	25
Accumulated depreciation as at March 31, 2023	**148**	**300**	**132**	**177**	**135**	**1,140**	**13**	**2,045**
Net carrying amount as at March 31, 2023	**259**	**247**	**40**	**119**	**38**	**407**	**12**	**1,122**

Particulars	Buildings	Leasehold Improvements	Electrical Installations and equipments	Furniture and Fixtures	Office Equipments	Data Processing Equipments	Vehicles	Total
Gross carrying amount								
As at April 1, 2021	**405**	**477**	**149**	**277**	**256**	**1,152**	**25**	**2,741**
Additions	-	1	6	12	4	462	7	492
Additions on Acquisition (refer note 34 (i))	-	-	-	22	2	25	-	49
Disposals	-	(3)	(0)	(13)	(2)	(12)	-	(30)
Exchange translation differences	-	2	0	2	5	5	0	14
Gross carrying amount as at March 31, 2022	**405**	**477**	**155**	**300**	**265**	**1,632**	**32**	**3,266**
Accumulated Depreciation								
As at April 1, 2021	**111**	**189**	**103**	**146**	**178**	**862**	**17**	**1,607**
Additions on Acquisition (refer note 34 (i))	-	-	-	19	2	16	-	37
Depreciation	19	68	15	26	34	226	3	391
Disposals	-	(4)	(0)	(12)	(2)	(12)	-	(30)
Exchange translation differences	-	1	(0)	1	4	4	(0)	10
Accumulated depreciation as at March 31, 2022	**130**	**255**	**118**	**180**	**216**	**1,096**	**20**	**2,015**
Net carrying amount as at March 31, 2022	**275**	**222**	**37**	**120**	**49**	**536**	**12**	**1,251**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

5 Other intangible assets

Particulars	Softwares (Acquired)	Softwares (Internally generated)	Customer Relationship	Non Compete Agreements	Brand	Customer contracts	Total
Gross carrying amount							
As at April 1, 2022	**277**	**173**	**3,420**	**266**	**358**	**202**	**4,696**
Additions	8	-	-	-	-	-	8
Disposals	(118)	-	-	(17)	-	-	(135)
Exchange translation differences	(0)	0	244	21	28	16	309
Gross carrying amount as at March 31, 2023	**167**	**173**	**3,664**	**270**	**386**	**218**	**4,878**
Accumulated Amortisation							
As at April 1, 2022	**259**	**96**	**2,039**	**209**	**239**	**136**	**2,978**
Amortisation	25	60	563	20	82	55	805
Disposals	(118)	-	-	(17)	-	-	(135)
Exchange translation differences	(0)	0	162	17	20	12	211
Accumulated amortisation as at March 31, 2023	**166**	**156**	**2,764**	**229**	**341**	**203**	**3,859**
Net carrying amount as at March 31, 2023	**1**	**17**	**900**	**41**	**45**	**15**	**1,019**

Particulars	Softwares (Acquired)	Softwares (Internally generated)	Customer Relationship	Non Compete Agreements	Brand	Customer contracts	Total
Gross carrying amount							
As at April 1, 2021	**312**	**173**	**2,851**	**212**	**254**	**97**	**3,899**
Additions	116	-	-	-	-	-	116
Additions on Acquisition (refer note 34 (i))	3	-	478	46	94	100	721
Disposals	(154)	-	-	-	-	-	(154)
Exchange translation differences	(0)	(0)	91	8	10	5	114
Gross carrying amount as at March 31, 2022	**277**	**173**	**3,420**	**266**	**358**	**202**	**4,696**
Accumulated Amortisation							
As at April 1, 2021	**276**	**40**	**1,462**	**187**	**162**	**97**	**2,224**
Additions on Acquisition (refer note 34 (i))	3	-	-	-	-	-	3
Amortisation	134	56	525	16	71	35	837
Disposals	(154)	-	-	-	-	-	(154)
Exchange translation differences	(0)	(0)	52	6	6	4	68
Accumulated amortisation as at March 31, 2022	**259**	**96**	**2,039**	**209**	**239**	**136**	**2,978**
Net carrying amount as at March 31, 2022	**18**	**77**	**1,381**	**57**	**119**	**66**	**1,718**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

6 Financial Assets

6 (a) Investments [Non-current]

	As at March 31, 2023	As at March 31, 2022
Investment carried at Fair Value through Other Comprehensive Income (FVOCI)		
Investment in equity instruments - Quoted		
100 (March 31, 2022: 100) Equity Shar es of INR 10 each fully paid-up in CFL Capital Financial Services Limited	0	0
Sub Total	**0**	**0**
Investments in equity instruments - Unquoted		
100 (March 31, 2022: 100) Equity Shar es of INR 9 each fully paid-up in Spencer & Company Limited	0	0
Total	**0**	**0**
Quoted Investments carried at Fair value through Profit and Loss (FVTPL)		
- Mutual Funds	1,082	1,605
- Non Convertible Debentures (NCD)	103	-
Quoted Investments carried at Amortised Cost		
- Mutual Funds	1,570	-
- Non Convertible Debentures	1,072	-
Unquoted Investments carried at Amortised Cost		
- Corporate Deposits	650	-
Total Non-current Investments	**4,477**	**1,605**
Aggregate amount of quoted investments	3,827	1,605
Aggregate amount of unquoted investments	650	0

6 (b) Investments [Current]

Particulars	As at March 31, 2023	As at March 31, 2022
Quoted Investments carried at FVTPL		
- Mutual Funds	2,675	1,636
Quoted Investments carried at Amortised Cost		
- Non Convertible Debentures (NCD)	795	-
- Commercial Papers (CP)	189	-
Unquoted Investments carried at Amortised Cost		
- Corporate Deposits	850	-
Total	**4,509**	**1,636**
Aggregate amount of quoted investments	3,659	1,636
Aggregate amount of unquoted investments	850	-

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

6 (c) Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Considered good	7,298	7,967
Credit impaired	233	230
	7,531	8,197
Less: Allowance for credit loss	(233)	(230)
Total	**7,298**	**7,967**

For ageing, refer Note 42

6 (d) Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	0	1
Funds in transit	312	202
Cheques on hand	-	83
Balances with banks :		
- In current accounts	2,618	3,292
- Deposits having original maturity of less than three months	1,814	1,476
Total	**4,744**	**5,054**

6 (e) Other balances with banks

Particulars	As at March 31, 2023	As at March 31, 2022
Earmarked Balances with Banks - Unclaimed Dividend	23	23
Deposits having remaining maturity of less than 12 months	2,472	3,445
Balance held in Escrow accounts	41	37
Total	**2,536**	**3,505**

6 (f) Other financial assets : Non-current

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Bank Deposits having remaining maturity of more than 12 months	290	-
Interest accrued on Deposits	24	-
Security deposits		
Considered good	148	188
Credit impaired	11	12
	159	**200**
Less: Allowance for credit loss	(11)	(12)
	148	**188**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

6 (f) Other financial assets : Non-current

Particulars	As at March 31, 2023	As at March 31, 2022
Amount deposited under protest		
Considered good	-	-
Credit impaired	160	160
	160	**160**
Less: Allowance for credit loss	(160)	(160)
	-	-
Lease Receivable (refer note 32)	33	69
Total	**495**	**257**

6 (g) Other financial assets : Current

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Unbilled revenues	2,464	2,129
Foreign currency derivative assets	110	44
Security deposits		
Considered good	1	3
Credit impaired	1	2
	2	**5**
Less: Allowance for credit loss	(1)	(2)
	1	**3**
Lease Receivable (refer note 32)	52	236
Interest accrued on Deposits, Non Convertible Debentures and Commercial Papers	184	99
Sales consideration receivable	2	28
Contractually reimbursable expenses	1	19
Others	45	73
Total	**2,859**	**2,631**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

7 Deferred Tax Asset (net)

The components of deferred tax assets and liabilities are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
The major components of the deferred tax asset are		
Depreciation/amortisation of Property, plant and equipment and Intangible assets	339	28
Allowance for credit loss on trade receivables and advances	43	53
Expenses allowable on payment/exercise basis	599	546
Fair value changes of cash flow hedges	6	16
Net operating losses	24	37
Capital losses	-	19
Others	25	0
	1,036	**699**
The major components of the deferred tax liability are		
Depreciation/amortisation of Property, plant and equipment and Intangible assets	75	126
Gain on mutual fund investments mandatorily measured at FVTPL	3	32
Fair value changes of cash flow hedges	-	-
Items allowed on consumption basis	-	2
Others	-	0
	78	**160**
Net deferred tax asset / (liability)	**958**	**539**

(i) Movement in deferred tax assets

Particulars	Depreciation/ amortisation of Property, plant and equipment and Intangible assets	Allowance for credit loss on trade receivables and advances	Expenses allowable on payment/ exercise basis	Fair value changes of cash flow hedges	Net operating losses	Capital losses	Others	Total
As at April 1, 2021	**108**	**74**	**340**	**0**	**71**	**19**	**1**	**613**
(Charged)/credited:								
- to statement of profit and loss	(86)	(21)	196	0	(34)	0	(1)	54
- to other comprehensive income	-	-	-	16	-	-	-	16
Additions on Acquisition (refer note 34(i))	6	-	-	-	-	-	-	6
Exchange translation differences	-	-	10	-	-	-	-	10
As at March 31, 2022	**28**	**53**	**546**	**16**	**37**	**19**	**0**	**699**
(Charged)/credited:								
- to statement of profit and loss	311	(10)	24	(1)	(13)	(19)	25	317
- to other comprehensive income	-	-	-	(9)	-	-	-	(9)
Exchange translation differences	-	-	29	-	-	-	-	29
As at March 31, 2023	**339**	**43**	**599**	**6**	**24**	**-**	**25**	**1,036**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(ii) Movement in deferred tax liabilities

Particulars	Depreciation/ amortisation of Property, plant and equipment and Intangible assets	Gain on mutual fund investments mandatorily measured at FVTPL	Fair value changes of cash flow hedges	Items allowed on consumption basis	Others	Total
As at April 1, 2021	**82**	**25**	**-**	**14**	**-**	**121**
Charged/(credited):						
- to statement of profit and loss	44	4	-	(12)	0	36
- to other comprehensive income	-	-	-	-	-	-
Exchange translation differences	-	3	-	-	-	3
As at March 31, 2022	**126**	**32**	**-**	**2**	**0**	**160**
Charged/(credited):						
- to statement of profit and loss	(54)	(29)	-	(2)	(0)	(85)
- to other comprehensive income	-	-	-	-	-	-
Exchange translation differences	3	-	-	-	-	3
As at March 31, 2023	**75**	**3**	**-**	**-**	**-**	**78**

8 Other non-current assets

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	67	63
Capital advances	-	5
Total	**67**	**68**

9 Other Current assets

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good unless otherwise stated)		
Advances other than capital advances:		
- advances to employees		
Considered good	31	53
Credit impaired	5	-
	36	**53**
Less: Allowance for credit loss	(5)	-
	31	**53**
- advances to suppliers		
Considered good	54	62
Credit impaired	13	12
	67	**74**
Less: Allowance for credit loss	(13)	(12)
	54	**62**
Unbilled revenues	552	1,126
Prepaid expenses	299	302
Balances with government authorities	118	187
Surplus of plan assets over obligations (refer note 14)	183	87
Others	1	8
Total	**1,238**	**1,825**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

10 (a) Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised:		
238,000,000 equity shaes of INR 2 each	476	476
(238,000,000 shaes of INR 2 each as at March 31, 2022)		
Total	**476**	**476**
Issued, subscribed and Paid up :		
226,465,358 equity shares of INR 2 each	453	452
(226,201,471 shar es of INR 2 each at March 31, 2022)		
Total	**453**	**452**

(i) Reconciliation of the shares outstanding as at the beginning and at the end of the year:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Nos	INR In Mn	Nos	INR In Mn
At the beginning of the year	226,201,471	452	225,620,285	451
Add: Shares issued on exercise of employee stock options	263,887	1	581,186	1
Outstanding at the end of the year	**226,465,358**	**453**	**226,201,471**	**452**

(ii) Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of INR 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Board of Directors in their meeting held on May 11, 2023 have recommended a final dividend of INR 3.50 per equity share, subject to the approval of shareholders.

(iii) Details of shareholders holding more than 5% of the aggregate shares in the company

Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	%	No. of shares	%	No. of shares
Swallow Associates LLP	26.75%	60,586,344	26.78%	60,586,344
Summit Securities Limited	11.05%	25,028,127	11.04%	24,972,427
Instant Holdings Limited	8.47%	19,177,646	8.42%	19,051,374
Amansa Holdings Private Limited	-	-	5.84%	13,208,157

(iv) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceeding March 31, 2023 - Nil

(v) For details of Employee Stock Option Plan (ESOP), refer note 38

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

10 (b) Reserves and surplus:

Particulars	As at March 31, 2023	As at March 31, 2022
Capital redemption reserve	44	44
Share based payment reserve	206	225
Retained earnings	16,693	14,172
Capital reserve	-	-
Securities premium	462	417
General reserve	10,694	10,694
Special economic zone re-investment reserve	432	588
Total reserves and surplus	**28,531**	**26,140**

10 (c) Movement of Reserves and surplus

Particulars	As at March 31, 2023	As at March 31, 2022
Capital redemption reserve		
Balance at the beginning and end of the year	**44**	**44**
Share based payment reserve		
Balance as at the beginning of the year	225	149
Add: Employee Share based payment expense (net)	143	160
Less: Transferred to Retained earnings on cancellation of stock options	121	-
Less: Transferred to Securities premium on exercise of stock options	41	84
Balance as at the end of the year	**206**	**225**
Retained earnings		
Balance as at the beginning of the year	14,172	11,313
Add: Profit for the year	3,276	4,163
Add / (less) items of other comprehensive income recognised directly in retained earnings:		
- Remeasurements of defined benefit plans (net of tax)	100	(36)
Less: Equity Dividends paid	1,132	881
Add: Transfer from Share based payment reserve on cancellation of stock options	121	-
Add: Utilisation of Special Economic Zone Re-investment Reserve	156	255
Less: Transferred to Special Economic Zone Re-investment Reserve	-	588
Less: Utilised on Buyback (refer note 36)	-	407
Add: Reversal of Non Controlling Interest (refer note 36)	-	352
Balance as at the end of the year	**16,693**	**14,172**
Capital reserve		
Balance at the beginning of the year	-	29
Less:- Utilised during the year (refer note 36)	-	29
Balance as at the end of the year	**-**	**-**
Securities premium		
Balance as at the beginning of the year	417	302
Add: Transferred from share based payment reserve on exercise of stock options	41	84
Add: Received on exercise of stock options	4	31
Balance as at the end of the year	**462**	**417**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

10 (c) Movement of Reserves and surplus

Particulars	As at March 31, 2023	As at March 31, 2022
General reserve		
Balance at the beginning and end of the year	**10,694**	**10,694**
Special Economic Zone Re-investment Reserve		
Balance as at the beginning of the year	588	255
Add: Transferred from retained earnings	-	588
Less: Utilised during the year	156	255
Balance as at the end of the year	**432**	**588**

10 (d) Other components of equity:

Particulars	As at March 31, 2023	As at March 31, 2022
Effective portion of Cash Flow Hedges		
Balance at the beginning of the year	(27)	1
Effective portion of gain/(loss) on Cash Flow Hedge (net)	19	(44)
Tax impact	(9)	16
Balance as at the end of the year	**(17)**	**(27)**
Equity Instruments through Other Comprehensive Income		
Balance at the beginning of the year	(79)	(79)
Change in fair value of equity instruments	21	(0)
Balance as at the end of the year	**(59)**	**(79)**
Exchange differences on translating the financial statements of a foreign operation		
Balance at the beginning of the year	384	264
Currency translation adjustments (net)	470	119
Balance as at the end of the year	**854**	**384**
Total	**778**	**277**

10 (e) Nature and purpose of each reserve within equity:

(i) Capital redemption reserve:

This reserve had been created out of general reserve in earlier years, being the nominal value of shares bought back. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Share based payment reserve:

This reserve is used to record the fair value of equity-settled share based payment transactions. The amounts recorded in share options outstanding account are transferred to securities premium upon exercise of stock options.

(iii) Retained earnings:

Retained earnings represents Group's undistributed earnings after taxes.

(iv) Capital reserve:

The Group recognises profit and loss on purchase, sale, issue or cancellation of the Group's own equity instruments to capital reserve.

(v) Securities premium:

Securities premium is used to record premium on issue of Equity shares. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(vi) General Reserve:

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

(vii) Special economic zone re-investment reserve:

This Reserve had been created out of profit of eligible SEZ units in accordance with the provision of Section 10 AA(1)(ii) of the Income Tax Act,1961. The reserve can only be utilized by the Company for acquiring new plant and machinery for the purpose of its business in terms of the section 10AA(2) of the Income Tax Act, 1961.

(viii) Effective portion of Cash Flow Hedges

The Group uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecast sales. For hedging foreign currency risk, the Group uses forward contracts which are designated as cash flow hedges. To the extent this hedge is effective, the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the hedging reserve are reclassified to profit or loss when the hedged item affects profit or loss.

(ix) Equity Instruments through Other Comprehensive Income

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve within equity. The Group transfers amounts from this reserve to retained earnings when the underlying transaction is consummated.

(x) Exchange differences on translating the financial statements of a foreign operation

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

11 (a) Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Non-current		
Fair value of financial liability (Refer note 40)	351	296
Contingent consideration payable	-	-
Accrued salaries and benefits	72	22
Total	**423**	**318**
Current		
Contingent consideration payable	-	407
Fair value of financial liability	-	-
Foreign Currency derivative liabilities	97	181
Accrued salaries and benefits	1,939	1,473
Unclaimed dividend	23	23
Capital creditors	27	84
Others	48	8
Total	**2,134**	**2,176**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

11 (b) Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Non-current		
Lease Liabilities	1,904	2,348
Current		
Lease Liabilities	826	1,005
Total	**2,730**	**3,353**

During the year, Group has entered/renewed Right of Use assets and lease liabilities of INR 307 Mn [previous year INR 421 Mn] and incurred cash outflows of INR 1,022 Mn [previous year INR 971 Mn]

12 Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Current		
Trade payables	2,772	3,164
Total	**2,772**	**3,164**

For ageing, refer Note 42

During the year ended March 31, 2023 and March 31, 2022 an amount of INR 10 Mn and INR 26 Mn respectively was paid beyond the appointed day as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

Interest due and outstanding on the same is INR 0 Mn [previous year INR 0 Mn]. Interest paid INR 0 Mn (previous year INR 1 Mn).

Further in view of the Management, the amount of interest, if any remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 is not expected to be material.

This information has been determined to the extent such suppliers have been identified on the basis of information obtained and available with the Group.

13 Provisions [Non-Current]

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Contingencies	42	37
Total	**42**	**37**

(i) Information about individual provisions

It pertains to Lease rentals related litigations. The timing and the amount of cash flows that will arise from this matter will be determined by the Appellate Authorities only on settlement of this case.

(ii) Movements in provisions

Movements in each class of provisions during the financial year, are set out below

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balances	37	32
Additional provisions accrued	5	5
Closing Balances	42	37

14 Employee benefit obligations

Particulars	As at March 31, 2023	As at March 31, 2022
Non-current		
Provision for compensated absences	497	558
Total	**497**	**558**
Current		
Provision for compensated absences	498	391
Provision for gratuity (Refer Note (i) below)	8	4
Total	**506**	**395**

(i) Defined benefit plans:

a **Gratuity -** The Group provides for gratuity for employees in India in accordance with the gratuity scheme as applicable to the respective entities of the Group. The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net liability / (asset)
As at April 1, 2021	**1,230**	**(1,325)**	**(95)**
Current service cost	185	-	185
Interest expense / (income)	84	(92)	(8)
Total amount recognised in statement of profit and loss	**269**	**(92)**	**177**
Remeasurements			
Return on plan assets	-	(6)	(6)
(Gain) / loss from change in demographic assumptions	(14)	-	(14)
(Gain) / loss from change in financial assumptions	86	-	86
Experience (gains) / losses	(11)	-	(11)
Total amount recognised in Other comprehensive income	**61**	**(6)**	**55**
Additions on Acquisition (refer note 34 (i))	11	(13)	(2)
Contributions by the company	(0)	(3)	(3)
Benefit payments	(219)	4	(215)
As at March 31, 2022	**1,352**	**(1,435)**	**(83)**
Current service cost	220	-	220
Interest expense / (income)	91	(95)	(4)
Total amount recognised in statement of profit and loss	**311**	**(95)**	**216**
Remeasurements			
Return on plan assets	-	(10)	(10)
(Gain) / loss from change in demographic assumptions	(39)	-	(39)
(Gain) / loss from change in financial assumptions	(93)	-	(93)

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net liability / (asset)
Experience (gains) / losses	8	-	8
Total amount recognised in Other comprehensive income	**(124)**	**(10)**	**(134)**
Liability Transferred In/Out	(12)	-	(12)
Contributions by the Group	-	(3)	(3)
Benefit payments	(195)	36	(159)
As at March 31, 2023	**1,332**	**(1,507)**	**(175)**

The net liability disclosed above relates to funded plans. The Group intends to contribute in line with the recommendations of the fund administrator and the actuary.

b The net liability/(asset) disclosed above relates to funded and unfunded plans are as follows:

Plan type	As at March 31, 2023	As at March 31, 2022
Present value of obligation	1,332	1,352
Fair value of plan assets	(1,507)	(1,435)
Net Liability/(Asset)	**(174)**	**(83)**

c As at March 31, 2023 and March 31, 2022, plan assets were primarily invested in insurer managed funds.

d Through its defined benefit plans, the group is exposed to number of risks, the most significant of which are detailed below:

Asset Volatility: The Plan liabilities are calculated using a discount rate set with reference to bond yields. If plan assets underperform, this yield will create a deficit. The plan asset investments are in fixed income securities with high grades. These are subject to interest rate risk.

Changes in bond yield: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

The Group ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within the framework, the group's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The group has not changed the process used to manage its risks from previous periods.

e The Group expects to contribute INR 16 Mn (March 31, 2022 INR 138 Mn) to the defined benefit plan during the next annual reporting period.

Weighted average duration of the Projected Benefit Obligation is 5 Years (March 31, 2022 - 6 Years)

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

f Estimated benefit payments from the fund for year ending	As at March 31, 2023	As at March 31, 2022
March 31, 2023	N.A.	139
March 31, 2024	209	135
March 31, 2025	189	152
March 31, 2026	178	136
March 31, 2027	173	144
March 31, 2028	162	N.A.
Thereafter	**1,010**	**643**

The expected benefits are based on the same assumptions used to measure the Group's benefit obligations as of March 31, 2023.

fa Sensitivity analysis - the increase / (decrease) in present value of defined benefit obligation to changes in principal assumptions:

Particulars	As at March 31, 2023	As at March 31, 2022
- 1% incr ease in discount rate	(4.00%)	(5.58%)
- 1% decr ease in discount rate	4.36%	6.23%
- 1% incr ease in salary escalation rate	4.33%	6.08%
- 1% decr ease in salary escalation rate	(4.04%)	(5.56%)
- 1% incr ease in rate of employee turnover	(0.39%)	(1.04%)
- 1% decr ease in rate of employee turnover	0.39%	1.29%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

g **Provident fund :** The Company makes contribution towards provident fund which is administered by the trustees. The contributions is accounted for as a defined benefit plan as the Company is liable for any shortfall in the fund assets based on the government specified minimum rates of return. The Company has obtained an actuarial valuation of the liability according to which there is no deficit as at the Balance Sheet date. The movement of liability and plan assets is as under:

g a Present Value of Defined Benefit Obligation

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	**5,166**	**4,485**
Liability transferred	265	200
Interest cost	395	369
Current service cost	357	271
Employee contribution	499	417
Benefit paid	-	(577)
Actuarial (gains)/losses	(936)	-
Balance as at the end of the year	**5,746**	**5,166**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

g b Fair value of Plan Assets (Restricted to the extent of Present Value of Obligation)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	5,322	4,614
Expected return on plan assets	395	396
Contributions by the Company	856	689
Transfer from other Company	265	200
Benefits paid	(936)	(577)
Return on Plan Assets	(23)	-
Balance as at the end of the year	**5,879**	**5,322**

g c Particulars	As at March 31, 2023	As at March 31, 2022
Assets / (liabilities) recognised in the Balance Sheet	**-**	**-**

g d Expenses recognised in the Statement of Profit and Loss

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current service cost	**357**	**271**
Interest cost	395	369
Expected return on plan assets	(395)	(396)
Total expense recognised in the statement of profit and loss	**357**	**244**

g e The plan assets have been primarily invested as follows :

Category of Assets	As at March 31, 2023	As at March 31, 2022
Central Government of India Assets	**635**	**619**
State Government of India Assets	2,218	1,933
Special Deposits Scheme	24	25
Private Sector Bonds	2,422	2,227
Equity / Mutual Funds	240	331
Cash and Cash Equivalents	9	14
Others	331	173
Total	**5,879**	**5,322**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

gf The principal assumptions used for the purpose of all defined benefit obligations are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate *	7.30%	6.70%
Salary escalation rate **	7.00%	8.00%
Rate of employee turnover		
- For services 4 years and below	18.00%	18.00%
- For services 5 years and above	17.00%	12.00%

* Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

** The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors, such as demand and supply in the employment market.

(ii) Defined contribution plans:

The Group has recognised the following amounts in the Statement of Profit and Loss:

Particulars	As at March 31, 2023	As at March 31, 2022
Contribution to Employees' Provident Fund	22	286
Contribution to Employees' Family Pension Fund	103	130
Contribution to Employees' Superannuation Fund	6	5
Contribution to Employees' Social Security Fund	640	446
Contribution to Employees' 401(K) Fund	162	169
Contribution to Central Provident Fund in Singapore	8	10
Contribution to National Insurance of UK	364	319
Contribution to National Pension Schemes	64	25
Contribution to Infonavit Credit	3	2
Contribution to Medicare Fund	141	115

15 Other Current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Current		
Unearned revenue	396	460
Statutory dues	895	751
Others #	537	0
Total	**1,828**	**1,211**

represents liability towards potential obligations

16 (a) Income Taxes

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax assets (net)	294	757
Income tax liabilities (net)	(516)	(314)

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

16 (b) Movement

Movement in the Income Tax balances is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	443	392
Income tax paid (net of refunds)	925	1,517
Current income tax expense (refer note 24 (i))	(1,567)	(1,542)
Income tax on other comprehensive income (refer note 24 (iii))	(34)	19
Research & Development Expenditure Credit	-	55
Exchange translation differences	11	0
Additions on Acquisition (refer note 34(i))	-	2
Net total	**(222)**	**443**

17 Revenue from operations

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Software development, its allied services and maintenance services	47,051	41,254
Sale of licenses, hardware and other equipments	1,431	1,184
Total	**48,482**	**42,438**

Also refer note 23

18 Other income (net)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest Income		
- Interest on bank balances and deposits	291	198
- Interest On financial assets carried at amortised cost	79	7
- Others	36	29
Net gain /(loss) on financial assets mandatorily measured at FVTPL	76	114
Income on financial assets measured at amoritsed cost	12	-
Profit on sale of investments (mutual funds)	137	68
Foreign exchange gain / (loss) (net)	386	469
Net gain /(loss) on financial liabilities measured at FVTPL	(91)	(110)
Profit /(Loss) on sale of fixed assets (net)	21	(1)
Provisions no longer required and credit balances written back (refer note 36 and 37)	3	476
Miscellaneous Income	78	127
Total	**1,028**	**1,377**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

19 Employee benefits expense

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	27,832	22,850
Contribution to provident and other funds (refer note 14)	2,148	1,884
Employee share-based payment expense (refer note 38)	143	160
Staff welfare expenses	1,107	856
Total	**31,230**	**25,750**

20 Finance Costs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest on :		
- Loans	0	-
- Fair value of contingent consideration	(1)	(13)
- Lease Liabilities	210	236
- Others	49	111
Bank charges	21	19
Total	**279**	**353**

21 Depreciation, amortisation and impairment expense

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of Property, plant and equipment	446	391
Depreciation of Right of use assets	579	620
Amortisation of intangible assets	805	837
Total	**1,830**	**1,848**

22 Other expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Rent (refer note 13)	101	85
Rates and taxes	219	133
Electricity and power	79	64
Travelling and conveyance	415	241
Recruitment expenses	288	479
Training expenses	100	94
Repairs and maintenance to :		
-Building	140	122
-Electrical Installations and equipments	27	22
-Data Processing Equipments	469	289
-Others	25	17
Insurance	66	63
Legal and professional charges	715	654

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

22 Other expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Communication expenses	156	136
General Office expenses	41	30
Carriage, freight and octroi	2	1
Advertisement and publicity	139	150
Expenditure towards Corporate social responsibility (refer note 22 (a))	72	67
Allowance for doubtful trade receivables		
- Provided	66	72
- Bad debts written off	10	74
- Less: Reversed	(62)	(173)
	14	**(27)**
Allowance for doubtful loans and advances		
- Provided	51	4
- Loans and advances written off	-	-
- Less: Reversed	(1)	(8)
	50	**(4)**
Miscellaneous expenses	235	232
Total	**3,353**	**2,848**

22(a) Expenditure towards Corporate social responsibility

CSR activities undertaken by the Group are in relation to education, employability, heritage project and community development.

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gross amount required to be spent by the Group during the year	72	67
Total	**72**	**67**

Amount spent during the year	Year ended March 31, 2023	Year ended March 31, 2022
a. Construction/ acquisition of any asset	-	-
b. On purposes other than (a) above	64	64
Total	**64**	**64**

The unspent CSR amount of INR 8 Mn (previous year INR 3 Mn) has been transferred to a separate bank account post the Balance Sheet date.

Cumulative value of previous years shortfall - INR 15 Mn

Reason for shortfall - The Group allocates CSR funds to on-going projects which are implemented beyond 1 financial year. These projects have set milestones, upon achievement of which, the next tranches of funds are released. A part of the total CSR allocation is ear-marked for such ongoing projects and will be released/ utilised in the next financial years with the intent to achieve optimal objective of CSR funds, so allocated by the Group.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

23 Revenue from operations

(a) Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by geography, offerings and contract-type for each of our business segments. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

Particulars	Verticals	
	Digital and Application Services	Digital Foundation Services
Revenue by Geography		
-Americas	26,875	7,398
	[24,233]	[5,678]
-Europe	7,448	1,270
	[6,561]	[1,020]
- Rest of the world	5,123	368
	[4,621]	[325]
Revenue by Contract Type		
-Fixed Price Contracts/ Fixed Monthly	21,043	6,973
	[19,962]	[5,541]
-Time and Material	18,403	2,063
	[15,453]	**[1,482]**

Figures in brackets are for previous year i.e. March 31, 2022

(b) Trade Receivables and Contract Balances

The Group classifies the right to consideration in exchange for deliverables as either receivable or as unbilled revenue.

A receivable is right to consideration that is unconditional upon passage of time. Revenue for time and material contracts are recognised as related service are performed. Revenue for fixed price maintenance contracts is recognised on a straight line basis over the period of contract. Revenue in excess of billing is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to clients is based on milestones as defined in the contract. This would result in timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non financial assets as the contractual right to consideration is dependent on completion of contractual milestones.

Invoicing in excess of earnings is classified as unearned revenue.

Trade receivables and unbilled revenues are presented net of impairment in Balance Sheet.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(c) Performance obligations and remaining performance obligations

The remaining performance obligation disclosures provide the aggregate amount of transaction price yet to be recognized as of the end of the reporting period and an explanation as to when Group expects to recognize these amounts as revenue. Applying the practical expedients as given in INDAS 115, the Group has not disclosed the remaining performance obligations related disclosures where the revenue recognized corresponds directly with the value to customer of the entity's performance completed to date, typically those contracts where invoicing is on the basis of time and material basis. Remaining performance obligation are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment of revenue that has not materialized and adjustments for currency.

The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is INR 720 Mn [March 31, 2022: INR 3,020 Mn] out of which INR 683 Mn [March 31, 2022: INR 1,850 Mn] is expected to be recognised as revenue in the next year and the balance thereafter. No consideration from contracts with customers is excluded from the amount mentioned above.

Changes in Unbilled Revenues are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1,126	913
Invoices raised that were included in the Unbilled revenue balance at the beginning of the year	(1,126)	(913)
Increase due to revenue recognised during the year, excluding amounts billed during the year	539	1,103
Exchange translation differences	13	23
Balance at the end of the year	**552**	**1,126**

Changes in unearned revenue are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	460	325
Revenue recognised that was included in the unearned revenues balance at the beginning of the year	(437)	(321)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	368	452
Exchange translation differences	5	4
Balance at the end of the year	**396**	**460**

Reconciliation of revenue recognised with the contracted price is as follows:

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Contracted price	49,266	43,277
Reductions towards variable consideration components	(784)	(839)
Revenue recognised	**48,482**	**42,438**
The reduction towards variable consideration comprises of volume discounts, service level credits, etc.		

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24. Income tax expense

This note provides Group's income tax expense and amounts that are recognised directly in equity and how the tax expense is affected by non- assessable and non-deductible items. It also explains significant estimates made in relation to Group's tax positions.

i. Breakup of income tax expense:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Income tax expense		
Current Tax		
Current tax expense	1,567	1,542
Current tax expense	**1,567**	**1,542**
Deferred tax		
Decrease / (increase) in deferred tax assets	(317)	(54)
(Decrease) / increase in deferred tax liabilities	(85)	36
Deferred tax expense / (benefit)	**(402)**	**(18)**
Income tax expense	**1,165**	**1,524**

ii. The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before taxes	4,441	5,741
Indian statutory income tax rate	25.17%	34.94%
Computed expected tax expenses	**1,118**	**2,006**
Income exempt from tax	(9)	(457)
Non-deductible expenses	223	79
Changes in unrecognized deferred tax assets (net)	-	183
Effect of transition to concessional tax regime	33	-
Effect of differential tax rates	2	(196)
True-up of tax provisions related to previous years	(143)	(80)
Effect of consolidation adjustment of acquisition	(51)	-
Others	(8)	(11)
Total Income tax expense	**1,165**	**1,524**

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iii. Tax on the amounts recognised directly in OCI – expense / (reversal):

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Current tax	Deferred tax	Current tax	Deferred tax
Fair value changes on cash flow hedges	-	9	-	(16)
Remeasurements of post-employment benefit obligations	34	-	(19)	-
Total	**34**	**9**	**(19)**	**(16)**

iv. Changes in tax rate - The Company intends to opt for lower tax regime under section 115BAA of the Income Tax Act, 1961 while filing the Income-tax return for the year ended 31 March 2023. Accordingly, the Company has recognised provision for current tax for the current year and remeasured its deferred tax asset and liabilities basis the rate prescribed in section 115BAA of the Income tax Act.

25. Fair value measurements

Financial instruments by category:

Particulars	As at March 31, 2023				As at March 31, 2022			
	FVTPL	FVOCI	Derivative financial assets/ liabilities	Amortised cost	FVTPL	FVOCI	Derivative financial assets/ liabilities	Amortised cost
Financial assets								
Investments:								
- Mutual funds, Deposits, CP and NCD	3,860	-	-	5,126	3,241	-	-	-
Trade receivables	-	-	-	7,298	-	-	-	7,967
Cash and cash equivalents	-	-	-	4,744	-	-	-	5,054
Other balances with banks	-	-	-	2,536	-	-	-	3,505
Derivative financial assets	-	-	110	-	-	-	44	-
Security deposits	-	-	-	149	-	-	-	191
Unbilled revenues	-	-	-	2,464	-	-	-	2,129
Lease receivable	-	-	-	85	-	-	-	305
Others	-	-	-	546	-	-	-	219
Total financial assets	**3,860**	**-**	**110**	**22,948**	**3,241**	**-**	**44**	**19,370**
Financial liabilities								
Trade payables	-	-	-	2,772	-	-	-	3,164
Capital creditors	-	-	-	27	-	-	-	84
Accrued salaries and benefits	-	-	-	2,011	-	-	-	1,495
Derivative financial liabilities	-	-	97	-	-	-	181	-
Contingent consideration	-	-	-	-	407	-	-	-
Lease liabilities	-	-	-	2,730	-	-	-	3,353
Other financial liabilities	351	-	-	71	296	-	-	31
Total financial liabilities	**351**	**-**	**97**	**7,611**	**703**	**-**	**181**	**8,127**

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i. Fair value hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

(a) recognised and measured at fair value, and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value – As at March 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Financial investments at FVTPL				
Mutual funds. CP and NCD's	3,860	-	-	3,860
Derivatives designated as hedges				
Foreign currency derivative assets	-	110	-	110
Total financial assets	**3,860**	**110**	**-**	**3,970**
Financial liabilities				
Contingent consideration	-	-	-	-
Foreign currency derivative liabilities	-	97	-	97
Fair value of financial liability	-	-	351	351
Total financial liabilities	**-**	**97**	**351**	**448**

Financial assets and liabilities measured at fair value - As at March 31, 2022

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Financial investments at FVTPL				
Mutual funds, CP and NCD's	3,241	-	-	3,241
Derivatives designated as hedges				
Foreign currency derivative assets	-	44	-	44
Total financial assets	**3,241**	**44**	**-**	**3,285**
Financial liabilities				
Contingent consideration	-	-	407	407
Foreign currency derivative liabilities	-	181	-	181
Fair value of financial liability	-	-	296	296
Total financial liabilities	**-**	**181**	**703**	**884**

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ii. Fair value measurement using significant Unobservable Inputs (Level 3)

The following table presents changes in level 3 items for the year ended March 31, 2023 and 2022

Particulars	Financial liability	Contingent Consideration
As at April 1, 2021	**285**	**561**
Fair value (gain)/loss recognized in statement of profit and loss	110	(13)
Addition on account of issue of shares (refer note 40)	183	-
Addition on account of Business combination (refer note 34(i))	-	175
Deduction on Payment	-	(143)
Reversal of liability	(301)	(195)
Exchange translation differences – (gain)/loss	19	22
As at March 31, 2022	**296**	**407**
Fair value (gain)/loss recognized in statement of profit and loss	88	(1)
Deduction on Payment	-	(420)
Exchange translation differences – (gain)/loss	(33)	14
As at March 31, 2023	**351**	**-**

Valuation inputs and relationships to fair value:

Particulars	Fair value		Significant unobservable inputs	Probability-weighted range		Sensitivity
	As at March 31,2023	As at March 31,2022		As at March 31,2023	As at March 31,2022	
Financial liability	351	296	Weighted cost of Capital	23.10%	17.60%	Increasing/decreasing the discount rate by 100 bps would decrease/ increase the FV by INR 13 Mn [March 2022 - INR 10 Mn]
Contingent consideration	-	407	Expected cash outflows	-	407	If expected cash flows were 10% lower, the FV would decrease by INR Nil [March 2022 – INR 49 Mn]
			Discount rate	-	0.27%-0.71%	A change in discount rate by 100bps would increase/decrease the FV by INR Nil [March 2022 - INR 4 Mn]

iii. Valuation technique used to determine fair value:

The following methods and assumptions were used to estimate the fair value of the level 2 financial instruments included in the above tables:

Derivative instruments: The Group enters into foreign currency forward contracts with banks with investment grade credit ratings. These are valued using the forward pricing valuation technique, using present value calculations. The models incorporate various inputs including the credit quality of counterparties and foreign exchange spot and forward rates. As at March 31, 2023, the changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships.

The main level 3 inputs for above mentioned cases used by the Group are derived and evaluated as follows:

1. Unquoted Equity instruments are valued based on expected cash flows discounted using weighted average cost of capital.

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2. Financial liability are valued based on expected cash flows discounted using weighted average cost of capital.
3. Contingent consideration: Fair value of contingent consideration is based on management's assessment of probable consideration payable discounted using weighted average cost of capital.

26. Financial risk management:

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. Derivatives are used exclusively for hedging purpose and not as trading or speculative instruments. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The demographics of the customer including the default risk of the industry and country in which the customer operates also has an influence on credit risk assessment.

a) Market Risk:

i. Foreign currency risk:

The Group operates globally and a major portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its sales and services in the United States, South Africa, United Kingdom and elsewhere, and purchases from overseas suppliers in various foreign currencies. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Group's operations are adversely affected as the rupee appreciates/ depreciates against these currencies. The Group evaluates exchange rate exposure arising from these transactions and enters into foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The Group follows established risk management policies, to hedge forecasted cash flows denominated in foreign currency. The Group has designated certain derivative instruments as cash flow hedges to mitigate the foreign exchange exposure of forecasted highly probable cash flows.

Group's exposure to unhedged foreign currency risk as at March 31, 2023 in INR Mn is as follows:

Particulars	USD	GBP	ZAR	EUR	Other currencies	Total
Financial assets						
Cash and cash equivalents	412 [65]	- [-]	- [-]	218 [30]	- [-]	630 [95]
Trade receivables	80 [53]	0 [1]	1 [1]	72 [32]	72 [48]	225 [135]
Other assets	13 [13]	- [6]	0 [1]	56 [11]	18 [32]	87 [63]
Financial liabilities						
Trade payables	90 [162]	1 [0]	0 [-]	0 [0]	20 [1]	111 [163]
Other liabilities	14 [2]	0 [0]	31 [33]	- [0]	- [0]	45 [35]

Figures in brackets are for previous year i.e. as at March 31, 2022

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Sensitivity:

For the year ended March 31, 2023 and March 31, 2022, every percentage point appreciation/depreciation in the exchange rate would have affected the Company's operating margins respectively:

- INR/USD by approximately 0.12% and 0.01%,

- INR/GBP by approximately 0.00% and 0.00%,

- INR/ZAR by approximately -0.01% and 0.01%,

- INR/EUR by approximately 0.10% and 0.02%,

Sensitivity analysis is computed based on changes in income and expenses, due to every percentage point appreciation/depreciation in the exchange rates.

Derivative financial instruments:

The Group holds derivative financial instruments such as foreign exchange forward and Option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. The foreign exchange forward contracts mature within twelve months from Balance Sheet.

The following table gives details in respect of outstanding foreign exchange contracts:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount of contracts in Mn	Fair Value – Gain / (Loss) (INR in Mn)	Amount of contracts in Mn	Fair Value – Gain / (Loss) (INR in Mn)
In USD	105	68	82	22
In GBP	27	(62)	9	17
In ZAR	606	7	573	(166)
Total Forwards		**13**		**(127)**

The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as at the balance sheet date:

Particulars	As at March 31, 2023	As at March 31, 2022
Not later than one month	6	(54)
Later than one month and not later than three months	7	(36)
Later than three months and not later than one year	(0)	(37)

The Group has designated certain foreign exchange forward and option contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast sale transactions. The related hedge transactions for balance in cash flow hedging reserve are expected to occur and reclassified to the statement of profit or loss within 12 months.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

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The following table provides the reconciliation of cash flow hedge reserve:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	(27)	1
Gain / (Loss) during the year on Cash Flow Hedges [includes reclassification to statement of profit and loss [FY 2022-23 INR (37) Mn] [FY 2021-22 INR 77 Mn]]	19	(44)
Tax impact	(9)	16
Balance as at the end of the year	(17)	(27)

b) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to INR 7,298 Mn and INR 7,967 Mn as of March 31, 2023 and March 31, 2022, respectively and unbilled revenues amounting to INR 3,016 Mn and INR 3,255 Mn as of March 31, 2023 and March 31, 2022, respectively. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned from customers located in United States, Europe, South Africa, and elsewhere. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. The Group uses expected credit loss model to assess impairment loss or gain. The Group uses a matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and Group's historical experience for customers.

The movement in allowance for life time expected credit loss on customer balances for the year ended March 31, 2023 and March 31, 2022 is given below:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	230	326
Allowance for doubtful debts	66	72
Reversal of allowance for doubtful debts	(62)	(173)
Foreign exchange differences	(1)	12
Balance at the end	233	230

Credit risk on cash and cash equivalents is limited as the Group generally invests in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units.

c) Liquidity risk:

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. The Group's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows. As of March 31, 2023 and 2022, cash and cash equivalents are held with major banks and financial institutions.

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The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date. The amounts include estimated interest payments and exclude the impact of netting agreements, if any.

Particulars	As at March 31, 2023				
		Contractual cash flows			
	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Trade payables	2,772	2,772	-	-	2,772
Lease liabilities	2,730	826	2,128	288	3,242
Other liabilities	2,557	2,134	72	351	2,557

Particulars	As at March 31, 2022				
		Contractual cash flows			
	Carrying value	Less than 1 year	1-5 years	More than 5 years	Total
Trade payables	3,164	3,164	-	-	3,164
Lease liabilities	3,353	1,005	2,425	606	4,036
Other liabilities	2,494	2,176	22	296	2,494

27. Capital management

The Group manages its capital to ensure that it will be able to continue as going concern while maximizing the return to stakeholders through the optimisation of the debt and equity balance. The Group is not subject to any externally imposed capital requirements. The Company's risk management committee reviews the capital structure of the Group on an ongoing basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group's capital comprises equity share capital, share premium, retained earnings and other equity attributable to equity holders. The Group didn't have any external borrowings during the current and previous year.

No changes were made in the objectives, policies or processes for managing capital of the Group during the current and previous year.

28. Segment information

Particulars	For the year ended March 31, 2023			For the year ended March 31, 2022		
	DAS	DFS	Total	DAS	DFS	Total
Revenue from external customers	39,445	9,037	48,482	35,415	7,023	42,438
Segment profit	5,255	1,429	6,684	5,773	1,083	6,856
Finance income	-	-	406	-	-	234
Fair value gain on financial assets at fair value through profit or loss	-	-	76	-	-	114
Finance costs	-	-	(279)	-	-	(353)
Unallocated expenses net of other income	-	-	(2,446)	-	-	(1,110)
Profit before tax	**-**	**-**	**4,441**	**-**	**-**	**5,741**

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Particulars	As at March 31, 2023			As at March 31, 2022		
	DAS	DFS	Total	DAS	DFS	Total
A. Segment Assets						
Trade Receivables	5,937	1,361	7,298	6,262	1,705	7,967
Unbilled Revenue	2,614	402	3,016	2,628	627	3,255
Goodwill	5,910	1,544	7,454	5,586	1,425	7,011
Unallocable Assets	-	-	23,442	-	-	20,162
TOTAL ASSETS			**41,210**			**38,395**
B. Segment Liabilities						
Unearned Revenue	250	146	396	303	157	460
Unallocable Liabilities	-	-	11,052	-	-	11,066
Total Liabilities			**11,448**			**11,526**

Income and expenditure in relation to segments is categorised based on items that are individually identifiable to the segment, marketing costs are allocated based on revenue and the remainder of the costs are allocated based on resources. Certain expenses like depreciation are not specifically allocable to a segment as the underlying assets are used interchangeably.

Finance income and costs, and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed at group basis. Also, Current tax, deferred taxes are not allocated to those segments as they are also managed on a group basis.

Assets and liabilities used in the Group's business are not identified to any of the reportable segments, as these are used interchangeably between segments. The Management believes that it is currently not practicable or meaningful to provide further segregation of assets and liabilities, geographical or otherwise.

Geographical information on revenue and business segment revenue information is collated based on individual customers invoiced or in relation to which the revenue is otherwise recognised.

Revenue from external customers	For the year ended March 31, 2023	For the year ended March 31, 2022
Americas	34,273	29,911
Europe	8,718	7,581
Rest of the world	5,491	4,946
Total	**48,482**	**42,438**

Revenue of INR 8,397 Mn (March 31, 2022 INR 8,408 Mn) are derived from single external customer. These revenues are attributed to the DAS and DFS segments.

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29. Group Structure

a. Subsidiaries

Group's subsidiaries which are considered for consolidation are set below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of Entity	Country	Proportion of Ownership interest	
		As at March 31, 2023	As at March 31, 2022
Zensar Technologies (Singapore) Pte. Limited	Singapore	100	100
Foolproof (SG) Pte Limited		100	100
Zensar (Africa) Holdings Proprietary Limited	South Africa	100	100
Zensar (South Africa) Proprietary Limited (refer note 36)		75	75
Zensar Technologies (UK) Limited	United Kingdom	100	100
Foolproof Limited		100	100
Zensar Technologies, Inc.	United States of America	100	100
M3BI LLC (refer note (iii))		100	100
Keystone Logic Mexico, S. DE R.L. DE C.V	Mexico	100	100
Keystone Technologies Mexico, S. DE R.L. DE C.V (refer note (i)		-	-
Zensar Information Technologies B.V.	Netherlands	100	100
Cynosure Interface Services Private Limited	India	refer note (iv)	refer note (iv)
M3BI India Private Limited (refer note (iii))		100	100
Zensar Technologies (Canada) Inc.	Canada	100	100
Zensar Colombia S.A.S. (refer note (ii))	Colombia	100	100
Zensar Technologies GmbH	Germany	100	100

Notes:

(i) During the previous year ended March 31, 2022, Keystone Technologies Mexico, S. DE R.L. DE C.V got merged with Keystone Logic Mexico, S. DE R.L. DE C.V.

(ii) During the previous year ended March 31, 2022, a 100% subsidiary in Colombia namely Zensar Colombia S.A.S. was incorporated.

(iii) Refer note 34 (i)

(iv) The Board of Directors of Company at its meeting held on 29 October 2020 had approved the scheme of amalgamation (the "Scheme") which provided for the amalgamation of Cynosure Interface Services Private Limited (Cynosure) (a wholly owned subsidiary of the Company) with the Company under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Appointed date of the Scheme was 1 April 2021.

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The Honourable National Company Law Tribunal (NCLT) of Mumbai vide its order dated 14 March 2022, had sanctioned the above Scheme with effect from 1 April 2021, being the appointed date as per the Scheme and the authenticated certified copies of the Scheme have been filed with the Registrar of Companies on 18 May 2022, the said being the effective date of the Scheme.

Accordingly, in accordance with the 'Pooling of Interest Method' laid down by Appendix C of Indian Accounting Standard 103 'Business Combinations' ('Ind AS 103') specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, and any amendments issued thereunder, the comparative figures for the Company for the previous year have been restated to give effect of the said merger.

b. Non-controlling interests (NCI)

Summarised financial information for Zensar (South Africa) Proprietary Limited, where there was non-controlling interests till March 30, 2022. The amount disclosed below are before inter-company eliminations. Balance sheet amounts are not disclosed since there is no non-controlling interests as on March 31, 2023 and March 31, 2022. Also refer to note 36 below.

Summarised Balance Sheet	As at March 31, 2023	As at March 31, 2022
Current assets	-	-
Current liabilities	-	-
Net current assets	-	-
Non-current assets	-	-
Non-current liabilities	-	-
Net non-current assets	-	-
Net assets	-	-
Accumulated NCI	-	-

Summarised statement of profit and loss	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue	-	4,726
Profit after tax for the year	-	213
Other comprehensive income	-	46
Total Comprehensive income	-	259
Profit allocated to NCI	-	54
OCI allocated to NCI	-	11

Summarised cash flows	For the year ended March 31, 2023	For the year ended March 31, 2022
Net cash inflow/(outflow)	-	800

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30.Goodwill

Goodwill is tested for impairment atleast on an annual basis. For the purpose of impairment testing, goodwill is allocated to a Cash Generated Unit (CGU) or group of CGUs expected to benefit from the synergies arising from the business combinations. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Goodwill has been allocated to the following operating segment:

Particulars	As at March 31, 2023	As at March 31, 2022
Digital and Application Services (DAS)	5,910	5,586
Digital Foundation Services (DFS)	1,544	1,425
Total	**7,454**	**7,011**

Goodwill with respect to DAS and DFS operating segments acquired through acquisitions is further allocated to identified CGU as provided below.

CGU	Amount as at March 31, 2023	Amount as at March 31, 2022
HiTech and Manufacturing	663	611
Retail Consumer Services	2,030	1,938
Cloud and Infrastructure management Services	1,544	1,425
Financial services	2,446	2,283
Foolproof	771	754

The carrying amount was computed by allocating the net assets to CGU's for the purpose of impairment testing. The recoverable amount is computed based on value-in-use method using a forecast period of 5 years. The value-in-use of respective CGU is based on the future cash flows using a discount rate range of 13.0-16.3% and 1.50% annual revenue growth rate for periods subsequent to the forecast period of 5 years.

Goodwill movement is given below:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	7,011	5,770
Add: On acquisition (refer note 34(i))	-	1,085
Add: Translation differences	443	156
Closing Balance	**7,454**	**7,011**

In respect of above, no impairment was identified as of March 31, 2023 and March 31, 2022 as the recoverable value of the CGUs exceeded the carrying value. An analysis of the sensitivity to a change in the key parameters (combination of revenue without growth and moderate growth) did not identify any probable scenarios where the CGU's recoverable amount would fall below its carrying amounts.

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31. Contingent liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Income Tax:		
Matters decided in favour of the Company by appellate authorities, where the Income Tax Department is in further appeal	75	75
Matters on which the Company is in appeal	256	213
(b) Sales Tax / Value Added Tax:		
Claims against Company regarding sales tax against which the Company has preferred appeals	55	55
(c) Claims against Company regarding service tax against which the Company has preferred appeal	8	2
(d) Claims against the Company not acknowledged as debts	1	1
(e) Bank Guarantees	107	122

32. Disclosures with respect to Capital expenditure and Leases

a. Capital expenditure contracted but not recognised as liability is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Property plant and equipments	3	23
Intangible assets	2	5

b. The details of the right-of-use asset held by the Group are as follows:

Particulars	Additions for FY 2022-23	As at March 31, 2023	Depreciation charge for FY 2022-23
Leasehold land	- [-]	19 [20]	0 [0]
Buildings/Office premises	307 [421]	2,121 [2,539]	579 [620]
Total	307 [421]	**2,140** **[2,559]**	**579** **[620]**

Figures in brackets are for previous year i.e. March 31, 2022

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c. The Group has entered into agreements for providing certain products on finance lease. The future receivable are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Minimum lease receivable		
- Less than one year	52	236
- One to five years	34	77
Total	86	313
Present value of minimum lease receivable		
- Less than one year	52	236
- One to five years	33	69
Total	**85**	**305**

Unearned finance income of assets leased under finance leases at the end of the reporting period are INR 1 Mn (March 31, 2022: INR 8 Mn)

Unguaranteed residual values of assets leased under finance leases at the end of the reporting period are estimated at INR Nil (previous year INR Nil)

The interest rate inherent in the leases is fixed at the contract date for the entire lease term.

33. Earnings per share

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Profits attributable to equity shareholders	3,276	4,163
Basic Earnings Per Share		
Weighted average number of equity shares outstanding during the year (in nos)	226,356,924	225,879,925
Basic EPS (INR)	**14.47**	**18.43**
Diluted Earnings Per Share		
Weighted average number of equity shares outstanding during the year (in nos)	226,356,924	225,879,925
Effect of dilutive issue of stock options (in nos)	1,158,707	1,997,084
Weighted average number of equity shares outstanding for diluted EPS (in nos)	227,515,631	227,877,009
Diluted EPS (INR)	**14.40**	**18.27**

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34. Business Combination

i. M3bi India Private Limited (M3Bi India) and M3Bi LLC delivers high quality data engineering, analytics and AI/ML and advanced engineering services which would enhance Zensar's existing data engineering and digital engineering capabilities.

On 8 July 2021, Company had acquired 100% equity stake in M3Bi India for an upfront consideration of INR 178 Mn.

On 14 July 2021, Zensar Technologies Inc. (wholly owned subsidiary of the Company) had acquired 100% of voting interest in M3Bi LLC for an upfront consideration of USD 21.60 Mn adjusted for estimated net assets to INR 1,645 Mn (USD 22.13 Mn), further performance based deferred earnouts payable upto INR 520 Mn (USD 7 Mn) over next 36 months.

The excess of the purchase consideration paid over the fair value of assets including intangible assets acquired was attributed to goodwill. Adjustment to consideration on account of working capital was due to be finalized within 120 days from the respective closing dates, which has been extended further with mutual consent. Purchase Price Allocation was adjusted provisionally, further deliberation between the parties on settlement is in progress, any change thereon would be accounted once concluded.

During the current year ended 31 March 2023, provisional purchase price allocation was finalized and accounting was done as prescribed by IND AS 103 "Business combinations", whereby contingent consideration was adjusted by USD 4.19 Mn, with related impacts on investment, goodwill and intangibles.

The following table summarises the purchase price allocation

Particulars	M3BI India	M3BI LLC
Net assets	(34)	234
Intangibles	-	718
Total	**(34)**	**952**
Goodwill	212	873
Total Purchase price	178	1,825
Liability assumed	-	55
Cash paid	178	1,595
Contingent consideration	-	175

Net assets acquired wrt

- M3BI India include INR 46 Mn, INR Nil and INR 73 Mn of cash and cash equivalents, trade receivables and unearned revenues respectively.
- M3BI LLC include INR 149 Mn, INR 100 Mn and INR 191 Mn of cash and cash equivalents, trade receivables and unbilled revenues respectively.

Goodwill was allocated to Digital and Application Services segment and CGU of Financial services. Goodwill of INR 873 Mn is deductible under local regulation of federal and state tax laws in the United States.

During the year ended 31 March 2022, M3BI India and M3BI LLC in an aggregated manner contributed revenues and profit after tax of INR 2,146 Mn and INR 257 Mn respectively.

If the above mentioned business combinations were consummated wef April 1, 2021, the consolidated revenues and profit after tax for the year ended March 31, 2022 would have been higher by INR 867 Mn and INR 104 Mn respectively.

The financials for the previous year ended 31 March 2022 include the results of M3Bi India and M3Bi LLC from the date of acquisition and therefore not comparable with the current year.

Notes to the Consolidated Financial Statements

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(All amounts in INR Mn, unless otherwise stated)

35. Related Party Disclosure

A. List of related parties with whom transactions have taken place during the current and previous year

(a) Key Management Personnel

H.V. Goenka	Chairman	
Anant Goenka	Non-Executive Vice Chairman and Director	$
Manish Tandon	Chief Executive Officer and Managing Director	W.e.f January 23, 2023
Ajay Singh Bhutoria	Chief Executive Officer and Managing Director	Upto December 31, 2022
Navneet Khandelwal	Chief Financial Officer	Upto January 31, 2022
Sachin Zute	Chief Financial Officer	W.e.f May 10, 2022
Gaurav Tongia	Company Secretary	
A.T. Vaswani	Non-Executive Director	
Arvind Agrawal	Non-Executive Director	
Venkatesh Kasturirangan	Non-Executive Director	Upto March 31, 2023
Shashank Singh	Non-Executive Director	Upto December 10, 2021
Ben Druskin	Non-Executive Director	
Ketan Dalal	Non-Executive Director	
Harsh Mariwala	Non-Executive Director	
Radha Rajappa	Non-Executive Director	
Pravin Rao Udhyavara Bhadya	Non-Executive Director	W.e.f September 26, 2022

$ Anant Goenka (Non-Executive and non-independent director) was appointed as Interim Managing Director from 2 November 2022 to 23 January 2023. Effective 23 January 2023, he has been appointed as Non-Executive Vice Chairman

(b) Entities where Key management personnel either have significant influence or are members of key management personnel of that entity:

RPG Enterprises

Harrisons Malayalam Limited

KEC International Limited

RPG Life Sciences Limited

RPG Foundation

RPG Art Foundation

CEAT Limited

Katalyst Advisors Private Limited

Rainetree Capital, LLC

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(All amounts in INR Mn, unless otherwise stated)

(c) Entities which have the ability to exercise influence / significant influence over the Group:

Swallow Associates LLP

Summit Securities Limited

Marina Holdco (FPI) Ltd. - Upto December 10, 2021

Instant Holdings Limited

Sofreal Mercantrade Private Limited

Other Promoter / Promoter Group entities (shareholding individually less than 1%)

(d) Post employment benefit plans #:

Zensar PF Trust

Zensar Gratuity trust

Zensar Superannuation Trust

refer note 14 for information on transactions with post-retirement plans mentioned above

B. Transactions along with outstanding balances with the related parties:

Particulars	Transactions during year ended		Amount outstanding as at	
	March 31, 2023	March 31, 2022	March 31, 2023 Receivable / (Payable)	March 31, 2022 Receivable / (Payable)
A. Other Income/(Expenses)				
(i) CEAT Limited	1	1	2	2
(ii) RPG Enterprises	(156)	(140)	(4)	(2)
(iii) Katalyst Advisors Private Limited	(2)	(2)	-	-
(iv) Rainetree Capital, LLC	(4)	(12)	(0)	-
(v) KEC International Limited	2	0	-	-
Total - Other Income/ (expenses)	**(159)**	**(153)**	**(2)**	**0**
B. Reimbursements to /(by) the Group [net]				
(i) CEAT Limited	0	-	-	-
(ii) Gaurav Tongia	(0)	-	-	-
(iii) Sachin Zute	(0)	-	-	-
(iv) Ajay Singh Bhutoria	(1)	-	-	-
(v) Manish Tandon	(1)	-	-	-
Total - Reimbursements to /(by) the Group [net]	**(2)**	**-**	**-**	**-**

Notes to the Consolidated Financial Statements

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(All amounts in INR Mn, unless otherwise stated)

Particulars	Transactions during year ended		Amount outstanding as at	
	March 31, 2023	March 31, 2022	March 31, 2023 Receivable / (Payable)	March 31, 2022 Receivable / (Payable)
C. Dividend on Equity Shares Paid				
(i) Swallow Associates LLP	303	236	-	-
(ii) Summit Securities Limited	125	97	-	-
(iii) Instant Holdings Limited	96	74	-	-
(iv) Sofreal Mercantrade Private Limited	30	23	-	-
(v) H.V. Goenka	1	1	-	-
(vi) Anant Goenka	0	0	-	-
(vii) A.T. Vaswani	0	0	-	-
(viii) Harsh Mariwala	-	0	-	-
(ix) Marina Holdco (FPI) Ltd.	-	62	-	-
(x) Other Promoter / Promoter Group entities	2	2	-	-
Total - Dividend on Equity Shares paid	**557**	**495**	**-**	**-**
D. Donations				
(i) RPG Foundation	67	67	-	-
(ii) RPG Art Foundation	2	2	-	-
Total – Donations	**69**	**69**	**-**	**-**
E. Directors Fees and Commission paid **				
(i) H.V. Goenka	33	30	(17)	(32)
(ii) A.T. Vaswani	3	2	(1)	(1)
(iii) Arvind Agrawal	3	2	(1)	(1)
(iv) Venkatesh Kasturirangan	2	2	(1)	(1)
(v) Shashank Singh ##	1	2	-	(1)
(vi) Ben Druskin	1	1	(1)	-
(vii) Ketan Dalal	2	2	(2)	(1)
(viii) Pravin Rao	1	-	(1)	-
(ix) Harsh Mariwala	2	2	(1)	(1)
(x) Anant Goenka	2	2	(12)	(1)
(xi) Radha Rajappa	2	2	(2)	(2)
Total - Directors Fees and Commission paid	**52**	**47**	**(39)**	**(41)**

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F. Compensation of Key management personnel #	Manish Tandon @	Ajay Singh Bhutoria%	Sachin Zute^	Gaurav Tongia	Navneet Khandelwal
Short Term Benefits	43 [-]	197 [278]	16 [-]	8 [7]	- [15]
Post-Employment Benefits	2 [-]	8 [3]	0 [-]	0 [0]	- [1]
Long-term Employee benefits	- [-]	- [-]	- [-]	- [-]	- [-]
Perquisites value of Employee Stock options	- [-]	- [-]	- [-]	- [-]	- [17]
Total - Compensation of Key management personnel	**45 [-]**	**205 [281]**	**16 [-]**	**8 [7]**	**- [33]**
Outstanding amounts*	21 [-]	- [109]	6 [-]	1 [-]	- [-]

Figures in brackets are for previous year i.e. as at March 31, 2022

Details in the above table are on accrual and amortisation basis, wherever applicable. Doesn't include Gratuity and compensated absences related provisions /payments.

@ The Board approved the Grant of 35,776 and 871,817 RSUs under the EPAU 2016 Plan effective January 10, 2023 and March 31, 2023. These would vest as per the terms of the Grant. Proportionate value related to current period shown as outstanding.

@ 'Remuneration of Manish Tandon is considered from the date of joining the Group

% 'During the year, the remuneration of Ajay Bhutoria is considered upto the date of resignation i.e 31 December 2022. Short terms benefits to Ajay Bhutoria, includes the one time payment of INR 145 million. All ESOP's granted to Ajay Bhutoria have been canceled upon ceasing the employment with the Group.

*Outstanding includes long-term performance-based incentives and/or stock options which is not a part of the "Total compensation of Key management personnel"

paid to Marina Holdco (FPI) Limited, which had nominated Shashank Singh on the Board of the Company

** Transactions during the year includes Commission disbursed by the Company against previous years approved Commission; Outstanding for the year are the amount accrued as current year Commission.

36.(a) During the previous year ended March 31, 2022, Zensar (South Africa) Proprietary Limited (ZSAPTY) bought back the entire shareholding of 250,001 shares held by Clusten 16 Proprietary Limited (Clusten) (including their associated parties), through execution of relevant agreements. The difference between the buyback consideration paid and the amount of non-controlling interest recognized till the date of buyback amounting to INR 144 Mn has been adjusted against reserves in the consolidated financial statements.

(b) The Share Subscription and Shareholders' Agreement between Zensar (Africa) Holdings Proprietary Limited (ZAHL), ZSAPTY and Clusten came to an end. As part of this Shareholders' Agreement ZAHL had entered into a call/put option to buy back the aforesaid shares at fair value as at the date of exercise of the call/put option. During the quarter ended 31 March 2022, since the aforesaid Share Subscription and Shareholders' Agreement came to an end and the call/put option was no longer exercisable, the Group reversed liability amounting to INR 239 Mn accrued through statement of profit and loss over previous periods for the call/put option which is included in the other income for the year ended March 31, 2022

37. The Group reversed contingent consideration during the previous year ended 31 March 2022 amounting to INR 195 Mn (USD 2.56 Mn) payable on business combinations consummated in prior years based on Group's assessment that these are no longer payable.

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38 . Share Based Payments

(a) Employee Stock Option Plan, 2002 (2002 ESOP) and Employee Stock Option Plan, 2006 (2006 ESOP)

Under the 2002 ESOP and 2006 ESOP schemes, participants are granted options which vest equally over a period of 5 years from the date of grant. Participation in the plan is at the discretion of the Nomination and Remuneration Committee (NRC) and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

- The exercise price is determined based on the market price, being the closing price of the share on the stock exchange with higher trading volume on the day preceding the day of the grant of options. The scheme allows the NRC to set the exercise price at a premium or discount not exceeding 20% on the market price.
- The options remain exercisable for 10 years from date of vesting and lapse if they remain unexercised during this period.
- Options granted carry no dividend or voting rights. When exercisable, each option is convertible into one equity share.

Stock option activity under the "2002 ESOP" scheme is as follows:

Particulars	2022-23		2021-22	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	2,500	12	13,930	15.01
Granted during the year	-	-	-	-
Cancelled during the year	-	-	5,000	17.6
Exercised during the year	2,500	12	6,430	14.18
Lapsed during the year	-	-	-	-
Outstanding at the end of the year	-	-	2,500	12
Vested and Exercisable at the year end	-	-	2,500	-

Stock option activity under the "2006 ESOP" scheme is as follows:

Particulars	2022-23		2021-22	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	363,880	50.54	635,960	80.21
Granted during the year	-	-	-	-
Cancelled during the year	26,400	46.13	22,870	65.53
Exercised during the year	67,790	58.37	249,210	124.87

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Particulars	2022-23		2021-22	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Lapsed during the year	1,000	30.00	-	-
Outstanding at the end of the year	268,690	49.06	363,880	50.54
Vested and Exercisable at the year end	268,690	-	363,880	-

(b) Employee Performance Award Unit Plan, 2016 (EPAU 2016)

Vesting would happen on or after 1 (one) year but not later than 5 (five) years from the date of grant of such PAUs or any other period as may be determined by the NRC (the Committee) and is subject to achievement of performance targets, set out in the Grant letter and/or the Scheme/prescribed by the Committee.

The exercise price is INR 2 per unit and all vested units need to be exercised at any time within the period determined by the Committee from time to time, subject to a maximum period of two and half months from the end of calendar year in which vesting happens for the respective PAUs.

Particulars	2022-23		2021-22	
	Number of options	Weighted average exercise price per option (INR)	Number of options	Weighted average exercise price per option (INR)
Outstanding at the beginning of the year	1,685,517	2	1,785,000	2
Granted during the year	1,652,528	2	1,234,564	2
Cancelled during the year	1,138,095	2	1,008,501	2
Exercised during the year	193,597	2	325,546	2
Lapsed during the year	-	-	-	-
Outstanding at the end of the year	2,006,353	2	1,685,517	2
Vested and Exercisable	96,383	-	-	-

(c) Share options outstanding at the end of the year have the following expiry dates and exercise prices:

Share based payment scheme	Grant year	Range of exercise prices	Expiry year	Share options as at	
				March 31, 2023	March 31, 2022
2006 ESOP	FY 2006-2009	10 - 30	FY 2021-2024	-	-
	FY 2010-2013	10 - 55	FY 2021-2028	143,030	327,470
	FY 2014-2017	50 - 220	FY 2026-2031	125,660	36,410
Weighted average remaining contractual life of options outstanding at the end of the year				**3.11 years**	**5.13 years**

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Share based payment scheme	Grant year	Range of exercise prices	Expiry year	Share options as at	
				March 31, 2023	March 31, 2022
2002 ESOP	FY 2002-2005	6 - 16	FY 2018-2020	-	-
	FY 2006-2009	12- 20	FY 2021-2024	-	2,500
Weighted average remaining contractual life of options outstanding at the end of the year				**-**	**0.32 years**
EPAU 2016	FY 2017-2021	2	FY 2021-2024	-	508,033
	FY 2021-2023	2	FY 2022-2027	2,006,353	1,177,484
Weighted average remaining contractual life of options outstanding at the end of the year				**2.77 years**	**2.55 years**

(d) Fair value of options granted

The fair value of the options at the grant date is determined using Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free rate for the term of the option.

(e) The following tables illustrate the model inputs for options granted during the year ended March 31, 2023 and March 31, 2022 and the resulting fair value of the options at the various grant dates:

Employee Performance Award Unit Plan, 2016 (EPAU 2016)

For the year ended March 31, 2023

Particulars	Grant Date						
	24-Jun-22	12-Jul-22	12-Jul-22	12-Jul-22	25-Oct-22	25-Oct-22	25-Oct-22
	Vest 1	Vest 1	Vest 2	Vest 3	Vest 1	Vest 2	Vest 3
Expected Life (years)	1.38	1.35	3.12	4.12	1.83	2.83	3.83
Volatility (%) *	49.22	48.32	48.94	47.3	44.57	50.31	45.76
Risk free rate (%)	6.15	6.16	6.80	7.02	6.83	7.07	7.23
Exercise price (Rs.)	2	2	2	2	2	2	2
Dividend yield (%)	0	1.34	1.34	1.34	2.35	2.35	2.35
Fair value per vest	266.86	254.58	248.79	245.58	202.94	198.31	193.79
Vest %	100	33%	33%	33%	27%	36%	36%
Option fair value	**266.86**	**249.65**	**249.65**	**249.65**	**197.93**	**197.93**	**197.93**

Particulars	Grant Date			
	10-Jan-23	31-Mar-23	31-Mar-23	31-Mar-23
	Vest 1	Vest 1	Vest 2	Vest 3
Expected Life (years)	1.59	1.61	2.61	3.61
Volatility (%) *	43.46	42.46	43.33	46.97
Risk free rate (%)	6.72	7.02	7.10	7.12
Exercise price (Rs.)	2	2	2	2

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(All amounts in INR Mn, unless otherwise stated)

Particulars	Grant Date			
	10-Jan-23	31-Mar-23	31-Mar-23	31-Mar-23
	Vest 1	Vest 1	Vest 2	Vest 3
Dividend yield (%)	2.40	1.88	1.88	1.88
Fair value per vest	198.46	256.93	252.25	247.65
Vest %	100%	36%	32%	32%
Option fair value	**198.46**	**252.47**	**252.47**	**252.47**

* The expected price volatility is based on the historic volatility (based on remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

For the year ended March 31, 2022

Particulars	Grant Date				
	20-Jan-22	20-Jan-22	30-Mar-21	21-Jun-19	29-Apr-19
	Vest 2	Vest 1	Vest 1	Vest 1	Vest 1
Expected Life (years)	1.59	1.59	1.5	2.38	2.53
Volatility (%) *	46.87	46.87	53.84	32.96	33.22
Risk free rate (%)	4.40	4.40	4.23	6.28	6.85
Exercise price (Rs.)	2	2	2	2	2
Dividend yield (%)	0.64	0.64	0.66	3.15	3.46
Fair value per vest	467.34	467.34	273.88	233.93	210
Vest %	32.43%	25%	100%	100%	100%
Option fair value	**464.37**	**463.02**	**273.88**	**233.93**	**210**

39. Additional Information as per Section 129 of the Companies Act, 2013 – Annexure I

40. Zensar (South Africa) Proprietary Limited (ZSAPTY) issued 250,001 shares to Riverbend Trade & Invest 58 Proprietary Limited (Riverbend) by way of entering into Subscription and Shareholders' Agreement between ZSAPTY, Riverbend, Cloudberry Fund Manager Proprietary Limited (Cloudberry), Kapela Fund 2 and Zensar (Africa) Holdings Proprietary Limited (ZAHL). As part of the aforesaid Shareholders' Agreement, ZSAPTY and Riverbend have entered into a call/put option (exercisable after 7 years from the effective date of the aforesaid Shareholders' Agreement) which gives ZSAPTY the right to buy back and Riverbend to enforce a buyback, of the aforesaid shares at fair market value as at the date of exercise of the call/put option respectively. The fair value loss of INR 110 Mn for these call/put options for the year ended March 31, 2022 has been included in other income in the consolidated financial statements.

41. No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Group to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the Group from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Group shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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42. Additional disclosures

(i) Trade Receivables ageing:

Particulars	Not due	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	6,576 [6,849]	715 [1,103]	18 [17]	(5) [(1)]	(3) [-]	(3) [(1)]	7,298 [7,967]
Undisputed Trade Receivables – which have significant increase in credit risk	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Undisputed Trade Receivables – credit impaired	- [-]	20 [25]	31 [18]	25 [22]	17 [9]	92 [101]	185 [175]
Disputed Trade Receivables– considered good	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Disputed Trade Receivables – which have significant increase in credit risk	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Disputed Trade Receivables – credit impaired	- [-]	- [-]	- [-]	- [33]	29 [22]	19 [-]	48 [55]
Total	**6,576 [6,849]**	**735 [1,128]**	**49 [35]**	**20 [54]**	**43 [31]**	**108 [100]**	**7,531 [8,197]**

Figures in brackets are for previous year i.e. as at March 31, 2022

Details above are computed from the due date of payment

(ii) Trade Payables ageing:

Particulars	Not Due	Accruals	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	13 [9]	30 [65]	0 [2]	(0) [-]	(0) [-]	0 [-]	43 [76]
Others	233 [1,626]	2,234 [1,072]	146 [229]	25 [110]	42 [9]	49 [42]	2,729 [3,088]
Disputed dues – MSME	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Disputed dues – Others	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]	- [-]
Total	**246 [1,635]**	**2,264 [1,137]**	**146 [231]**	**25 [110]**	**42 [9]**	**49 [42]**	**2,772 [3,164]**

Figures in brackets are for previous year i.e. as at March 31, 2022

Details above are computed from the due date of payment

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(iii) Shares held by promoters at the end of year:

Particulars	No of Shares	% of total Shares	% Change during the year
Swallow Associates LLP	60,586,344 [60,586,344]	26.75 [26.78]	(0.03) [-]
Summit Securities Limited	25,028,127 [24,972,427]	11.05 [11.04]	0.01 [-]
Instant Holdings Limited	19,177,646 [19,051,374]	8.47 [8.42]	0.05 [-]
Sofreal Mercantrade Private Limited	6,002,920 [5,899,472]	2.65 [2.61]	0.04 [1]
Chattarpati Apartments LLP	228,500 [228,500]	0.10 [0.10]	- [-]
Harsh Vardhan Goenka	149,990 [149,990]	0.07 [0.07]	- [-]
STEL Holdings Limited	108,018 [-]	0.05 [-]	0.05 [-]
RPG Ventures Limited	161,660 [143,660]	0.07 [0.06]	0.01 [-]
AVG Family Trust through Trustees, Mr. Harsh Vardhan Goenka And Mr Anant Goenka	10 [10]	0 [0]	- [-]
Ishaan Goenka Trust through Trustee, Mr. Harshvardhan Goenka	10 [10]	0 [0]	- [-]
Navya Goenka Trust through Trustee, Mr. Harshvardhan Goenka	10 [10]	0 [0]	- [-]
RG Family Trust through Trustee, Mr. Harsh Vardhan Goenka And Mr Anant Goenka	10 [10]	0 [0]	- [-]
Nucleus Life Trust through Trustee, Mr. Harshvardhan Goenka	5 [5]	0 [0]	- [-]
Prism Estates Trust through Trustee, Mr. Harshvardhan Goenka	5 [5]	0 [0]	- [-]
Secura India Trust through Trustee, Mr. Harshvardhan Goenka	10 [5]	0 [0]	0.00 [-]
Stellar Energy Trust through Trustee, Mr. Harshvardhan Goenka	- [5]	- [0]	0.00 [-]
Sudarshan Electronics and TV LTD	5 [5]	0 [0]	- [-]

Figures in brackets are for previous year i.e. as at March 31, 2022

(iv) Capital work-in-progress Ageing:

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	0 [12]	- [-]	- [-]	- [-]	**0** **[12]**

Figures in brackets are for previous year i.e. as at March 31, 2022

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

(v) Registration of charges or satisfaction with Registrar of Companies

The Company does not have any outstanding borrowings as at 31 March 2023 and 31 March 2022. However, as per the records available on the Registrar of Companies (RoC) portal, the below charges which were created by the Company in earlier years (more than 25 years back) for borrowings availed are still appearing as unsatisfied. The Company is in the process of obtaining no-dues certificates/ other relevant documents from the respective lenders for taking the required action.

Charge holder name	Amount	Charge holder name	Amount
Bank of India	1	State Bank of India	31
Bank of India	5	State Bank of India	37
Bank of Maharashtra	38	State Bank of India	4
Citibank N.A.	0	State Bank of India	7
General Insurance Corporation of India	4	State Bank of India	6
Indian Overseas Bank	38	State Bank of India	2
Indian Overseas Bank	57	State Bank of India	30
Indian Overseas Bank	56	State Bank of India	6
The Industrial Credit and Investment	7	State Bank of Travancore	30
The Industrial Credit and Investment Company of India Limited	4	State Bank of Travancore	17
Industrial Development Bank of India	4	Union Bank of India	17
Life Insurance Corporation of India	4	Union Bank of India	30
State Bank of India	20	United Bank of India	10

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No:324982e/E300003

per Tridevlal Khandelwal
Partner
Membership No: 501160

Place: Mumbai
Date: May 11, 2023

For and on behalf of the Board of Directors of
Zensar Technologies Limited

H.V. Goenka
Chairman
DIN: 00026726

Manish Tandon
CEO and Managing Director
DIN: 07559939

Sachin Zute
Chief Financial Officer

Gaurav Tongia
Company Secretary

Place: Mumbai
Date: May 11, 2023

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

39 Additional information required by Schedule III:

Name of the Entity	Net Asset i.e., total assets minus total liabilities		Share in profit/(loss)		Share in Other Comprehensive Income/ (loss)		Share in Total Comprehensive Income / (Loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of Consolidated Other OCI	Amount	As % of Consolidated TCI	Amount
Parent								
Zensar Technologies Limited								
March 31, 2023	77.4%	23,027	94.2%	3,084	18.1%	109	82.4%	3,193
March 31, 2022	77.5%	20,818	77.1%	3,211	-137.6%	(61)	74.9%	3,150
Subsidiaries								
Zensar Technologies Inc.								
March 31, 2023	11.6%	3,440	-8.1%	(266)	72.1%	433	4.3%	167
March 31, 2022	12.7%	3,405	12.5%	520	207.2%	92	14.5%	612
Zensar Technologies (Singapore) Pte Limited								
March 31, 2023	0.1%	26	0.1%	2	0.4%	2	0.1%	4
March 31, 2022	0.1%	22	0.0%	(2)	0.8%	0	-0.1%	(2)
Zensar Technologies (UK) Limited								
March 31, 2023	11.2%	3,335	15.0%	492	11.3%	68	14.4%	560
March 31, 2022	12.2%	3,277	8.0%	331	-134.0%	(60)	6.4%	271
Foolproof Limited								
March 31, 2023	0.2%	50	1.0%	34	1.7%	10	1.1%	44
March 31, 2022	0.1%	19	-0.3%	(14)	15.3%	7	-0.2%	(7)
Foolproof (SG) Pte Limited								
March 31, 2023	0.0%	(4)	-0.3%	(8)	0.0%	(0)	-0.2%	(8)
March 31, 2022	0.0%	4	0.3%	15	-0.3%	(0)	0.3%	14
Zensar (Africa) Holdings Proprietary Limited								
March 31, 2023	0.0%	12	0.0%	(1)	-0.2%	(1)	-0.1%	(2)
March 31, 2022	0.1%	14	4.2%	176	-70.7%	(31)	3.4%	145
Zensar (South Africa) Proprietary Limited								
March 31, 2023	0.7%	199	3.0%	99	-4.0%	(24)	1.9%	75
March 31, 2022	1.1%	305	2.5%	103	407.6%	181	6.8%	284
Zensar Colombia S.A.S.								
March 31, 2023	0.1%	22	0.2%	7	-0.4%	(2)	0.1%	5
March 31, 2022	0.1%	17	-0.1%	(3)	3.7%	2	0.0%	(1)
Keystone Logic Mexico, S. DE R.L. DE C.V								
March 31, 2023	0.5%	146	0.2%	7	5.1%	31	1.0%	38
March 31, 2022	0.4%	116	0.1%	2	18.4%	8	0.2%	10
Keystone Technologies Mexico, S. DE R.L. DE C.V								
March 31, 2023	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
October 31, 2021	N.A.	N.A.	0.0%	(1)	-1.1%	(0)	0.0%	(1)
Zensar Technologies (Canada) Inc								
March 31, 2023	0.1%	29	0.4%	14	0.0%	0	0.4%	14
March 31, 2022	0.1%	15	0.2%	6	1.1%	0	0.1%	6
Zensar Information Technologies B.V.								
March 31, 2023	0.1%	24	0.4%	14	0.2%	1	0.4%	15
March 31, 2022	0.0%	9	0.1%	3	-0.4%	(0)	0.1%	3

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

(All amounts in INR Mn, unless otherwise stated)

Name of the Entity	Net Asset i.e., total assets minus total liabilities		Share in profit/(loss)		Share in Other Comprehensive Income/ (loss)		Share in Total Comprehensive Income / (Loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of Consolidated Other OCI	Amount	As % of Consolidated TCI	Amount
Zensar Technologies GmbH								
March 31, 2023	0.0%	6	0.1%	3	0.0%	0	0.1%	3
March 31, 2022	0.0%	5	0.0%	(0)	0.0%	(0)	0.0%	(0)
M3Bi India Private Limited								
March 31, 2023	0.9%	258	5.8%	189	0.2%	1	4.9%	190
March 31, 2022	0.3%	68	2.5%	104	-5.6%	(3)	2.4%	100
M3Bi LLC								
March 31, 2023	2.4%	729	9.1%	299	6.1%	37	8.7%	336
March 31, 2022	1.5%	394	3.7%	153	4.9%	2	3.7%	154
Adjustments arising out of consolidation								
March 31, 2023	-5.2%	(1,536)	-21.1%	(693)	-10.7%	(64)	-19.5%	(757)
March 31, 2022	-6.0%	(1,618)	-10.6%	(442)	-209.3%	(93)	-12.7%	(535)
Total								
March 31, 2023	**100.0%**	**29,762**	**100.0%**	**3,276**	**100.0%**	**601**	**100.0%**	**3,877**
March 31, 2022	**100.0%**	**26,869**	**100.0%**	**4,163**	**100.0%**	**44**	**100.0%**	**4,207**
Non controlling Interest								
Zensar (South Africa) Proprietary Limited								
March 31, 2023	0.0%	-	0.0%	-	0.0%	-	0.0%	-
March 31, 2022	0.0%	-	1.3%	54	19.6%	11	1.5%	65

Annexure - 1

(FY 2022-23)

AOC - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in INR Mn)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
	Name of the subsidiary	**Reporting period for the subsidiary concerned**	**Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign Subsidiaries**	**Share capital**	**Reserves and surplus**	**Other components of equity**	**Total assets**	**Total Liabilities**	**Investments**	**Turnover**	**Profit before taxation**	**Provision for taxation**	**Profit after taxation**	**Proposed Dividend/ Dividend Approved**	**% of shareholding**
1	Zensar Technologies Inc, USA	April 2022 -March 2023	USD Closing Rate 82.17	2,252	1,461	-274	13,828	10,388	2,047	28,061	-307	-41	-266	-	100%
2	Zensar Technologies (Singapore) Pte Limited, Singapore	April 2022 -March 2023	SGD Closing Rate 61.79	8	8	13	31	4	-	26	2	-	2	-	100%
3	Zensar (South Africa) Proprietary Limited, South Africa	April 2022 -March 2023	ZAR Closing Rate 4.62	4	158	37	2,227	2,028	-	5,417	182	83	99	-	75%
4	Zensar (Africa) Holdings Proprietary Limited, South Africa	April 2022 -March 2023	ZAR Closing Rate 4.62	6	20	-14	13	1	4	-	-1	0	-1	-	100%
5	Zensar Technologies (UK) Limited, UK	April 2022 -March 2023	GBP Closing Rate 101.65	4	2,968	363	4,906	1,572	1,101	8,960	601	109	492	502	100%
6	Foolproof Limited, UK	April 2022 -March 2023	GBP Closing Rate 101.65	0	35	15	779	729	-	1,836	44	11	34	-	100%
7	Foolproof (SG) Pte. Limited, Singapore	April 2022 -March 2023	SGD Closing Rate 61.79	3	-17	10	3	7	-	63	-8	1	-8	-	100%
8	Keystone Logic Mexico, S. DE R.L. DE C.V., Mexico **	April 2022 -March 2023	MXN Closing Rate 4.54	3	113	29	164	18	-	117	9	2	7	-	100%
9	M3Bi India Private Limited, India	April 2022 -March 2023	INR	0	258	-	400	142	-	1,113	251	62	189	-	100%
10	M3Bi LLC, USA	April 2022 -March 2023	USD Closing Rate 82.17	-	686	43	1,482	753	-	4,242	278	-21	299	-	100%
11	Zensar Colombia S.A.S., Colombia **	April 2022 -March 2023	COP Closing Rate 0.02	18	4	-0	32	11	-	128	11	4	7	-	100%
12	Zensar Technologies (Canada) Inc, Canada	April 2022 -March 2023	CAD Closing Rate 60.67	4	24	1	61	32	-	289	19	5	14	-	100%
13	Zensar Information Technologies B.V., Netherlands	April 2022 -March 2023	EUR Closing Rate 89.44	2	21	1	41	17	-	68	17	3	14	-	100%
14	Zensar Technologies GmbH, Germany	April 2022 -March 2023	EUR Closing Rate 89.4Z	2	3	0	12	6	-	31	4	1	3	-	100%

** Accounting year of these entities as per local statute is January to December. However for consolidation and above disclosure, April to March is considered

Notes :

1. Name of subsidiary yet to commence operations Nil

2. Name of subsidiaries which have been liquidated or sold during the year

   During the year ended March 31, 2023, Cynosure Interface Services Private Limited got merged with its holding company Zensar Technologies Limited wef April 1, 2021

Part "B": Associates and Joint Ventures is not applicable to the Company as the Group does not have any Associate Companies and Joint Ventures

(FY 2021-22)

AOC - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in INR Mn)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
	Name of the subsidiary	**Reporting period for the subsidiary concerned**	**Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign Subsidiaries**	**Share capital**	**Reserves and surplus**	**Other components of equity**	**Total assets**	**Total Liabilities**	**Investments**	**Turnover**	**Profit before taxation**	**Provision for taxation**	**Profit after taxation**	**Proposed Dividend/ Dividend Approved**	**% of shareholding**
1	Zensar Technologies Inc, USA	April 2021 -March 2022	USD Closing Rate 75.79	2,253	1,847	-695	16,056	12,651	2,196	26,108	753	233	520	-	100%
2	Zensar Technologies (Singapore) Pte Limited, Singapore	April 2021 -March 2022	SGD Closing Rate 55.97	8	4	10	24	2	-	22	-1	1	-2	-	100%
3	Zensar (South Africa) Proprietary Limited, South Africa	April 2021 -March 2022	ZAR Closing Rate 5.22	186	58	61	3,302	2,997	-	4,726	191	88	103	173	75%
4	Zensar (Africa) Holdings Proprietary Limited, South Africa	April 2021 -March 2022	ZAR Closing Rate 5.22	6	8	-	16	2	4	-	178	2	176	321	100%
5	Zensar Technologies (UK) Limited, UK	April 2021 -March 2022	GBP Closing Rate 99.45	4	2,978	295	5,055	1,778	1,077	7,685	393	62	331	-	100%
6	Foolproof Limited, UK	April 2021 -March 2022	GBP Closing Rate 99.45	0	23	-4	887	868	-	1,671	-12	2	-14	-	100%
7	Foolproof (SG) Pte. Limited, Singapore	April 2021 -March 2022	SGD Closing Rate 55.97	3	-8	10	49	45	-	121	14	-1	15	-	100%
8	Keystone Logic Mexico, S. DE R.L. DE C.V., Mexico **	April 2021 -March 2022	MXN Closing Rate 3.79	3	107	6	129	13	-	71	4	1	2	-	100%

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
	Name of the subsidiary	**Reporting period for the subsidiary concerned**	**Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign Subsidiaries**	**Share capital**	**Reserves and surplus**	**Other components of equity**	**Total assets**	**Total Liabilities**	**Investments**	**Turnover**	**Profit before taxation**	**Provision for taxation**	**Profit after taxation**	**Proposed Dividend/ Dividend Approved**	**% of shareholding**
9	Keystone Technologies Mexico, S. DE R.L. DE C.V., Mexico **	April 2021 -October 2021	MXN Closing Rate 3.79	-	-	-	-	-	-	14	-0	0	-1	-	Refer note (2) below
10	M3Bi India Private Limited, India	July 2021 -March 2022	INR	0	68	-	202	134	-	604	129	25	104	-	100%
11	M3Bi LLC, USA	July 2021 -March 2022	USD Closing Rate 75.79	-	387	7	911	517	-	2,133	184	31	153	-	100%
12	Zensar Colombia S.A.S., Colombia **	September 2021 -March 2022	COP Closing Rate 0.02	18	-3	2	19	2	-	-	-4	-1	-3	-	100%
13	Zensar Technologies (Canada) Inc, Canada	April 2021 -March 2022	CAD Closing Rate 60.49	4	10	1	26	12	-	125	9	3	6	-	100%
14	Zensar Information Technologies B.V., Netherlands	April 2021 -March 2022	EUR Closing Rate 84.22	2	7	-0	21	12	-	26	4	1	3	-	100%
15	Zensar Technologies GmbH, Germany	April 2021 -March 2022	EUR Closing Rate 84.22	2	0	-0	5	3	-	9	-0	-0	-0	-	100%

** Accounting year of these entities as per local statute is January to December. However for consolidation and above disclosure, April to March is considered

Notes :

1. Name of subsidiary yet to commence operations Nil

2. Name of subsidiaries which have been liquidated or sold during the year

During the year ended March 31, 2022, Keystone Logic Inc., Cynosure Inc., Indigo Slate Inc. and Professional Access Limited were merged into its holding company – Zensar Technologies Inc.

During the year ended March 31, 2022, Keystone Technologies Mexico, S. DE R.L. DE C.V got merged with Keystone Logic Mexico, S. DE R.L. DE C.V.

Part "B": Associates and Joint Ventures is not applicable to the Company as the Group does not have any Associate Companies and Joint Ventures

Glossary

List of key abbreviations

Abbreviation	Full form
AC	Air Conditioner
ACE LeAP	ACE Leadership Acceleration Program
AI	Artificial Intelligence
AWS	Amazon Web Services
BCMS	Business Continuity Management Standard
BEAT	Base Erosion and Anti-abuse Tax
BFSI	Banking, Financial Services, and Insurance
BPS	Basis Point
BU	Business Unit
CAGR	Compound Annual Growth Rate
CCTV	Closed Circuit Television
CD	Compact Disc
CEO	Chief Executive Officer
CFC	Chloro Fluoro Carbon
CFO	Chief Financial Officer
CHRO	Chief Human Resources Officer
CII	Confederation of Indian Industries
COO	Chief Operating Officer
CTO	Chief Technology Officer
CVS	Chiller Visualization System
DAP	Development Action Plan
DFS	Digital Foundation Services
DG	Diesel Generator
DICES	Distributed Intelligent Contract Enforcement System
DLT	Distributed Ledger Technology
DNA	Deoxyribose Nucleic Acid
DSIR	Department of Scientific and Industrial Research
DSO	Days Sales Outstanding
D&I	Diversity and Inclusion

Abbreviation	Full form
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortization
EHS	Environment Health and Safety
EHSEn	Environment, Health, Safety, and Energy
EMS	Electronic Manufacturing Services
EPS	Earnings Per Share
ERM	Enterprise Risk Management
ESG	Environmental Social Governance
ExCom	Executive Committee
EVP	Earned Value Professional
FIT LeAP	First Time Leaders - Leadership Acceleration Program
FTA	Free Trade Area
FY	Financial Year
GCP	Google Cloud Platform
GHG	Greenhouse Gas
GIS	Geographic Information System
GJ	Giga Joules
GRI	Global Reporting Initiative
HDD	Hard Disk Drive
HTD	Hire Train Deploy
HVAC	Heating, Ventilation, and Air Conditioning
ID	Identity Card
IGBC	Indian Green Building Council
IoT	Internet of Things
IR	Integrated Reporting
ISMS	Information Security Management System
ISO	International Organization for Standardization
IT	Information Technology
KPI	Key Performance Indicator
kWh	Kilo Watt Hour

Abbreviation	Full form
kWp	Kilo Watt Peak
LED	Light Emitting Diode
LGBTQ+	Lesbian, Gay, Bisexual, Transgender, and Queer
L&D	Learning and Development
ML Ops	Machine Learning Operations
MT	Metric Ton
M&A	Mergers and Acquisitions
NBC	National Building Code
NHM	National Health Mission
NFT	Non-Fungible Tokens
NOx	Nitrogen Oxides
ODC	Offshore Development Center
ODS	Ozone Depleting Substances
OIC	Observing, Investing, and Collaborating
OPD	Outdoor Patient Department
OpCom	Operating Committee
OWC	Organic Waste Converter
PAS	Power Assisted Steering
PAT	Profit After Tax
PDS	Public Distribution System
PM	Particulate Matter
POSH	Policy for Prevention of Sexual Harassment
PwD	Persons with Disabilities
P&L	Profit and Loss
RFID	Radio Frequency Identification
RoI	Return on Investment
RPA	Robotic Process Automation
RPG Group	Rama Prasad Goenka Group
RTP	Rapid Thermal Processing
R&D	Research and Development

Abbreviation	Full form
SASB	Sustainability Accounting Standards Board
SDG	Sustainable Development Goals (Additional information is available at https://www.undp.org/sustainable-development-goals)
SEZ	Special Economic Zones
SFA	Strategic Focus Area
SFDC	Salesforce Dot Com
SME	Small and Medium Enterprises
SOx	Sulphur Oxides
SPCB	State Pollution Control Board
STP	Sewage Treatment Plant
SUP	Single Use Plastic
TAZ	Talent @ Zensar App
tCO_2e	Tonnes of Carbon Dioxide Equivalent
TCV	Total Contract Value
TOD	Time of Day
TTG	Technological Transformation Group
VBU	Vertical Business Unit
VR	Virtual Reality
UNGC	United Nations Global Compact
UNGCN	United Nations Global Compact Network
UNWEP	United Nations Women Empowerment Principles (Additional information is available at Endorse the Women's Empowerment Principles | UN Global Compact)
UPS	Uninterrupted Power Supply
WiT	Women in Technology
YoY	Year on Year
ZAAP	Zensar Associate Assistance Program
ZAIRA	Zensar's AI-enabled Immersive Reality Accelerator

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Certain statements in this Integrated Annual Report concerning our future prospects may be forward-looking statements which involve a number of underlying identofied/non-identified risks and uncertainties that could cause actual results to differ materially. This Report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. However the same are subject to risks and uncertainties, including but not limited to, our ability to manage growth; fluctuations in earnings/exchange rates; intense competition in IT services, including factors affecting cost advantage; wage increases; ability to attract and retain highly skilled professionals; time and cost overruns on fixed price, fixed-time frame, or other contracts; client concentration; restrictions on immigration; our ability to manage international operations; reduced demand for technology in our service offerings; disruptions in telecommunication networks; our ability to successfully complete and integrate acquisitions; liability for damages on our service contracts; withdrawal of governmental fiscal incentives; economic downturn in India, and/or around the world, political instability, legal restrictions on raising capital or acquiring companies; and unauthorized use of intellectual property and general economic conditions affecting the industry.

In addition to the foregoing, global pandemic like COVID-19 may pose an unforeseen, unprecedented, unascertainable, and constantly evolving risk(s), *inter-alia*, to us, our clients, delivery models, vendors, partners, employees, general global operations, and may also impact the success of companies in which we have made strategic investments, demand for Company's offerings, and the onshore-offshore-nearshore delivery model.

The results of these assumptions made relying on available internal and external information are the basis for determining the carrying values of certain assets and liabilities. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based, are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs, or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise.

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