Proxy Advisory Report | Addendum

Zensar Technologies Limited

ABOUT SES

Stakeholders Empowerment Services (SES) is a Proxy Advisory and Corporate Governance Research Company. SES assists investors to analyze compliance and governance practices including matters relating to sustainability, prevalent at listed entities and empower investors to undertake meaningful engagement with Investee entities.

COMPANY INFORMATION

BSE CODE: 504067

NSE SYMBOL: ZENSARTECH

ISIN: INE520A01027

Industry: Computers - Software & Consulting

Email: investor@zensar.com, companysecretarial@zensar.com

Phone: +(20) 6607 4000, 2700 4000, +(20) 6605 7888

Registered Office: Zensar Knowledge Park, Plot No. 4, MIDC Kharadi, Off Nagar Road, Pune 411014

Website: http://www.zensar.com

MEETING DETAILS

Meeting Type: AGM

Meeting mode: Video Conference (VC) or Other Audio-Visual Means (OAVM)

Meeting Date : 30th July, 2026 at 03:30 PM

Notice Date: 24th April, 2026

Notice: Click here

Annual Report : FY 2025-26

SES PA Report (Last AGM): Report

E-VOTING DETAILS

e-Voting Platform: NSDL

Cut-off Date: 23rd July, 2026

Remote E-voting:

- **Start:** 27th July, 2026
- **Ends:** 29th July, 2026

ADDENDUM REPORT RELEASE DATE: 28th July, 2026

Research Analyst: Vishal Jain

Conflict Disclosure: SES - No | Analyst - No

ADDENDUM

There is **no change** in any of the SES Recommendations. However, shareholders may take note of the Company's clarification and SES' comments thereon.

BACKGROUND			
Original PA report Link	Click Here	**PA Report Release Date**	22nd July, 2026
Email date received from the Company	24th July, 2026	**Company Email forwarded as SEBI Circular**	Yes

Guide to read addendum: Company's Views: (in Blue colour) & SES Reply: (in Black colour)

SES COMMENTS TO COMPANY'S RESPONSE (RELEVANT EXCERPTS)

Company's Views:

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

- *Bringing rich experience and a global business perspective to strengthen Zensar's long-term vision and market positioning.*
- *Enhancing Board effectiveness while upholding the highest standards of corporate governance.*
- *Leveraging his acumen in business leadership, investments and M&A to support disciplined, value-driven growth initiatives.*
- *Providing strategic guidance to the Company's AI transformation agenda and embedding AI-Native capabilities across its service lines and delivery model.*
- *Fostering a unique culture of Happiness, which has become the cornerstone for the Company's industry leading talent retention and a performance-driven organization.*

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

At the operational level, Mr. Goenka invests time reviewing the Company's operations and performance, interacting with senior leadership and supporting talent development, thereby maximising stakeholder value.

The commission proposed for Mr. H. V. Goenka is commensurate with the strategic responsibilities, guiding role and significant time commitment undertaken by him as Chairman of the Board, while the executive management is responsible for the day-to-day operations of the Company. The commission paid to Mr. Goenka is in line with prevailing Indian industry practices for promoter non-executive Chairman who play an active strategic and governance role in their organisations. The time devoted by Mr. Goenka to the affairs of the Company is also significantly higher vis-à-vis other non-executive directors.

Mr. H.V Goenka remain deeply engaged in shaping the Company's long-term strategy, mentoring the management team, driving customer and business development initiatives, supporting capital allocation and investment decisions, and providing continuous strategic guidance. Accordingly, the Board considers the commission payable after evaluating the nature and extent of responsibilities, contribution, engagement and time commitment of Mr. Goenka.

SES Comment:

SES has raised **governance concern** on the resolution pertaining to re-appointment of Mr. H.V. Goenka as a Director, on account of significant disparity in remuneration payment between Promoter Non-Executive Directors and Non-Executive Independent Directors.

The Company has elaborated on Mr. Goenka's contributions and the rationale for the commission paid to him, which SES acknowledged in the PA Report as well.

However, SES reiterates that its concern is not related to Mr. Goenka's competence, integrity, contribution, or suitability as a director. SES acknowledges the director's role in the Company's growth and strategic direction. The concern remains limited to the Company's remuneration structure, wherein the commission paid to promoter non-executive directors is disproportionately higher compared to that paid to independent directors and neither the Notice nor the clarification addresses the same. SES reiterates that equitable compensation for IDs supports strong governance by recognizing their responsibilities and enabling objective, high-quality decision-making.

PROXY ADVISORY REPORT | FOR LIMITED CIRCULATION

Accordingly, the focal point of SES' concern continues to be the skewed commission structure favouring promoter directors and not the merits or performance of the proposed director.

In view of the above, there is **no change** in SES recommendation, however shareholders may take note of the Company's reply and SES comments thereon and take an informed decision.

With regard to the observation on the disclosure of remuneration to executive director under Schedule V of the SEBI (LODR) Regulations, we would like to clarify as follows:

- *As per Accounting Standard (AS-18) on related party transaction, the company is required to disclose the remuneration of Key Managerial Personnel (KMP). Since Mr. Manish Tandon is also a Key Managerial Personnel, his remuneration has been included as part of the aggregate remuneration disclosed for KMPs.*
- *Providing a separate remuneration break-up for Mr. Manish Tandon, in addition to the KMP remuneration table,* ***would have resulted in duplication of information.*** *Alternatively, we could have presented the KMP data without including the executive director and added a suitable footnote clarifying that the KMP remuneration table excludes his remuneration. In our judgement, this would have resulted in confusion to the reader and hence we chose to avoid such presentation.*
- *Based on our understanding of the disclosure requirements and in the interest of providing more comprehensive information to shareholders, we considered it appropriate to disclose the remuneration break-up of all KMPs, including Mr. Manish Tandon, rather than providing standalone remuneration details. We would request you to please compare the presentation of last year with that of this year and we are sure you would appreciate the above point.*
- *Having said that, we appreciate that the manner of presentation may have led to a lack of clarity for certain users. We value the observation given by you and will take it into consideration.*

SES Comment:

SES has highlighted in its report that the remuneration disclosures made in the Corporate Governance part of the Annual Report are not in line with Schedule V of the SEBI (LODR) Regulations and SES, as a policy, holds Board Chairperson accountable for material non-disclosures in the Annual Report. This concern formed part of the rationale behind recommending AGAINST the re-appointment of Mr. H.V. Goenka, on account of him being the Board Chairperson. The Company has given a clarification in this regard.

SES does not agree with the Company's submission that providing a separate remuneration break-up for Mr. Manish Tandon, the ED, would have resulted in duplication of information. Aggregate ED remuneration and Director Specific remuneration with proper break-up serves different purposes. An Investor is not merely concerned with aggregate ED pay, but Director specific pay as well. Apart from the necessity of the data from a logical viewpoint, the same also stands to be a legal requirement as per Schedule V of the SEBI (LODR) Regulations which specifically requires disclosure of break-up of remuneration paid to executive directors. Therefore, the omission of such disclosure constitutes non-compliance with the prescribed disclosure requirements.

In view of the above, there is **no change** in SES recommendation, however shareholders may take note of the Company's reply and SES comments thereon and take an informed decision.

COMPANY RESPONSE (FULL VERBATIM)

Dear Sir/Madam,

We refer to your captioned report, wherein SES has recommended the voting on the agenda items included in the notice of the 63rd Annual General Meeting of the Company Zensar Technologies Limited ("Company").

While we appreciate your evaluation of various aspects of the resolutions proposed, we would like to draw your attention to Agenda Items bearing number 3 wherein you have recommended to the investor fraternity to vote against resolution proposed under the above agenda item. We would take this opportunity to highlight our rationale around this resolution for your kind consideration.

The resolutions proposed in item number 3: Re-appointment of Mr. H. V. Goenka as a Non-Executive Director retiring by rotation, we would like to substantiate the proposal on the following grounds:

During FY 2025-26, the Company delivered consolidated revenue of INR 56,874 Million, higher by 7.7% over last year while EBITDA increased to INR 9,162 Million (16.1% margin) and Profit After Tax (PAT) stood at INR 7,746 Million (13.6% margin). During the same period, the Company maintained one of the best attrition rates in the industry at 9.8%, while the order book reached an all-time high of USD 912.7 Million, an increase of 17.8% over FY25, driven by the largest contract in the Company's history and increasing AI-led engagements. Zensar was also recognised as the #6 Best Company to Work for in India by Great Place to Work, reflecting the Company's strong culture and employee engagement.

As Chairman of the Board, Mr. H. V. Goenka has continued to play a pivotal role in shaping the strategic direction of the Company. Mr. Goenka is a promoter of the Company with more than four decades of diverse business experience, including over 25 years as Chairman of Zensar. His vision and thought leadership have helped the Company consistently maintain high standards of corporate governance, innovation and sustainable value creation, while positioning Zensar as a future-ready, AI-Native digital enterprise.

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

- *Bringing rich experience and a global business perspective to strengthen Zensar's long-term vision and market positioning.*
- *Enhancing Board effectiveness while upholding the highest standards of corporate governance.*
- *Leveraging his acumen in business leadership, investments and M&A to support disciplined, value-driven growth initiatives.*
- *Providing strategic guidance to the Company's AI transformation agenda and embedding AI-Native capabilities across its service lines and delivery model.*
- *Fostering a unique culture of Happiness, which has become the cornerstone for the Company's industry leading talent retention and a performance-driven organization.*

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

At the operational level, Mr. Goenka invests time reviewing the Company's operations and performance, interacting with senior leadership and supporting talent development, thereby maximising stakeholder value.

The commission proposed for Mr. H. V. Goenka is commensurate with the strategic responsibilities, guiding role and significant time commitment undertaken by him as Chairman of the Board, while the executive management is responsible for the day-to-day operations of the Company. The commission paid to Mr. Goenka is in line with prevailing Indian industry practices for promoter non-executive Chairman who play an active strategic and governance role in their organisations. The time devoted by Mr. Goenka to the affairs of the Company is also significantly higher vis-à-vis other non-executive directors.

Mr. H.V Goenka remain deeply engaged in shaping the Company's long-term strategy, mentoring the management team, driving customer and business development initiatives, supporting capital allocation and investment decisions, and providing continuous strategic guidance. Accordingly, the Board considers the commission payable after evaluating the nature and extent of responsibilities, contribution, engagement and time commitment of Mr. Goenka.

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

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board approved payment of commission of INR 30 Million to Mr. H. V. Goenka, representing approximately 0.39% of the Consolidated Profit After Tax (PAT), which is well within the limits approved by the shareholders under Section 198 of the Companies Act, 2013.

You may also note that the commission paid is well within the limits prescribed under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

With regard to the observation on the disclosure of remuneration to executive director under Schedule V of the SEBI (LODR) Regulations, we would like to clarify as follows:

- *As per Accounting Standard (AS-18) on related party transaction, the company is required to disclose the remuneration of Key Managerial Personnel (KMP). Since Mr. Manish Tandon is also a Key Managerial Personnel, his remuneration has been included as part of the aggregate remuneration disclosed for KMPs.*
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- *Having said that, we appreciate that the manner of presentation may have led to a lack of clarity for certain users. We value the observation given by you and will take it into consideration.*

In view of the above, we would be grateful for your understanding and request you to kindly reconsider your recommendation on the above agenda item.

Warm Regards,

Company Secretarial Team

DISCLAIMER

Sources

Only publicly available data has been used while making the report. Our data sources include: BSE, NSE, SEBI, Capitaline, MCA, Moneycontrol, Businessweek, Reuters, Annual Reports, IPO Documents and Company Website.

Analyst Certification

The analysts involved in development of this report certify that no part of any of the research analyst's compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed by the research analyst(s) in this report.

CAUTIONARY STATEMENT

The recommendations made by SES are based on publicly available information and conform to SES's stated Proxy-Advisory Guidelines. SES opinion is based on SES's interpretation of law and governance benchmarks, which may differ from opinion/ benchmarks of other analysts or practitioners. Further, SES analysis is recommendatory in nature and reflects how SES would have voted if it was a shareholder. Therefore, SES expects that the clients will evaluate the effect of their vote on their investments independently and diligently and will vote accordingly. Subscribers may also carry out an impact analysis of their votes and keep the same as an addendum for their records. In our opinion, Institutional investors are positioned significantly differently from other shareholders due to their ability to engage the board and the management to bring out desired result. As a firm, it is our endeavour to improve the level of corporate governance while not causing any disruption in company's proceedings and therefore we respect the independence of investors to choose alternate methods to achieve similar results.

Disclaimer

While SES has made every effort, and has exercised due skill, care and diligence in compiling this report based on publicly available information, it neither guarantees its accuracy, completeness or usefulness, nor assumes any liability whatsoever for any consequence from its use. This report does not have any approval, express or implied, from any authority, nor is it required to have such approval. The users are strongly advised to exercise due diligence while using this report.

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All disputes shall be subject to jurisdiction of High Court of Bombay, Mumbai.

Concern terminology

C - Compliance: *The Company has not met statutory compliance requirements*

F - Fairness: *The Company has proposed steps which may lead to undue advantage to a particular class of shareholders and can have adverse impact on non-controlling shareholders including minority shareholders*

G - Governance: *SES questions the governance practices of the Company. The Company may have complied with the statutory requirements in letter. However, SES finds governance issues as per its standards.*

T - Disclosures & Transparency: *The Company has not made adequate disclosures necessary for shareholders to make an informed decision. The Company has intentionally or unintentionally kept the shareholders in dark.*

Company Information

Stakeholders Empowerment Services

SEBI Reg. No. INH000000016

Contact Information

Stakeholders Empowerment Services

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