

May 11, 2023

BSE Limited

Corporate Service Department,
1st Floor, P. J. Towers,
Dalal Street,
Mumbai 400 001
Fax: (022) 2272 2039/2272 3121

The National Stock Exchange of India Ltd.

Exchange Plaza, 3rd floor,
Plot No. C/1, 'G' block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051
Fax: (022) 26598237/26598238

Scrip ID: ZENSARTECH**Scrip Code:** 504067**Symbol:** ZENSARTECH**Series:** EQ**Subject: Outcome of the Board Meeting held on May 11, 2023**

Dear Sir/Madam,

This is to inform you that the Board of Directors (Board) of the Company at its meeting held today, which commenced at 4:30 PM (IST) and concluded at 7:00 PM (IST), *inter-alia*, unanimously approved/consented to/took on record/recommended, the following:

1. Financial Results:

- Audited Standalone & Consolidated Financial results of the Company for the quarter and year ended March 31, 2023. Copy(ies) of the same along with the Auditors report(s) thereon, are also enclosed herewith.
- Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2023.

The aforesaid Auditor's Report for the period ended March 31, 2023, is with unmodified opinion.

2. Final Dividend:

- Recommendation of final dividend at INR 3.50 (175%) per equity share of INR 2.00 each, for FY 2022-23, subject to approval by Members at the ensuing Annual General Meeting ("AGM").
- The dividend, if approved, shall be paid/dispatched to the shareholders within 30 days of its approval by the shareholders, at the AGM.

3. Amendment to Nomination and Remuneration Policy

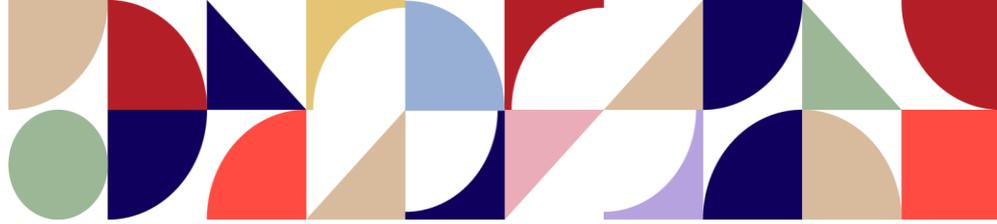
Amendment of the Nomination and Remuneration Policy of the Company, *inter-alia*, in order to align the same with SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021.

Copy of the aforesaid policy will be accordingly made available on website of the Company viz.:

<https://www.zensar.com/about/investors/investors-relation?result=Policies#Corporate-Governance>



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4. Re-appointment of Director(s), subject to approval of members at the ensuing AGM:

Recommendation for re-appointment of Mr. Anant Vardhan Goenka (DIN-00026726), Non-Executive Director and Vice-Chairman of the Company, who retires by rotation, and being eligible, offers himself for reappointment.

The details required *inter-alia* under Regulation 30 of SEBI LODR Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, are enclosed herewith as **Annexure**.

5. Reconstitution of Committee(s)

Following Committee(s) of Board stand reconstituted effective from May 11, 2023:

a. Sustainability and Corporate Social Responsibility Committee:

Sr No.	Name of the Director	Designation
1.	Mr. Arvind Nath Agrawal	Chairperson
2.	Mr. Ajit Tekchand Vaswani	Member
3.	Mr. Anant Goenka	Member

b. Banking Committee:

Sr No.	Name of the Director	Designation
1.	Mr. Arvind Nath Agrawal	Chairperson
2.	Mr. Arvind Agrawal	Member

The 60th AGM of the Company shall be convened and held as per the directives and circulars issued by relevant authorities and the details thereof shall be intimated separately.

The trading window for dealing in securities of the Company, shall open 48 hours after declaration of Financial Results by the Company for the quarter and year ended March 31, 2023.

This is for your information and dissemination purpose.

Thanking you,

Yours faithfully,
For **Zensar Technologies Limited**



Gaurav Tongia
Company Secretary

Encl: As above

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Annexure

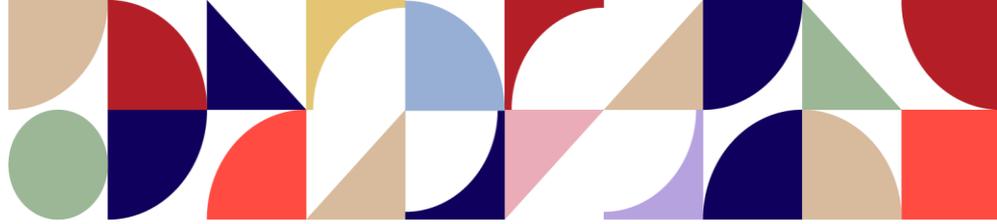
[Regulation 30 read with Para A of Part A of Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Re-appointment of Mr. Anant Vardhan Goenka, Non-Executive, Non- Independent Director

Sr. No.	Details of events that needs to be provided	Information of such events
1.	Reason for change viz., appointment, resignation, removal, death or otherwise.	Retiring by rotation at the ensuing AGM, and being eligible, offers himself for reappointment at the ensuing AGM.
2.	Date of appointment/ cessation (as applicable) & Term of appointment;	Not Applicable
3.	Brief Profile (in case of appointment)	As attached
4.	Affirmation	Based on the information available with the Company, Anant Goenka is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.
5.	Disclosure of relationships between directors (in case of appointment of director)	Mr. Anant Goenka is the son of Mr. H.V. Goenka, Non- Executive Non-Independent Director of the Company.



An  RPG Company



ANANT GOENKA



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 Vice-Chairman of Zensar Technologies Limited, a leading technology solutions 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.

Anant is an MBA from the Kellogg School of Management and a BS (Economics) from the Wharton School, University of Pennsylvania.



An  **RPG** Company

Independent Auditor's Report on the Quarterly and Year to Date Audited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
**The Board of Directors of
Zensar Technologies Limited**

Report on the audit of the Standalone Financial Results**Opinion**

We have audited the accompanying statement of quarterly and year to date standalone financial results of Zensar Technologies Limited (the "Company") for the quarter ended March 31, 2023 and for the year ended March 31, 2023 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the Company for the quarter ended March 31, 2023 and for the year ended March 31, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" 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 obtained by us is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the Statement.

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 Statement, 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 the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 results 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 Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

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.



SRBC & CO LLP

Chartered Accountants

Other Matter

The comparative financial information of the Company for the corresponding quarter and year ended March 31, 2022, included in these standalone financial results, were reviewed by the predecessor auditor and audited by the predecessor auditor respectively who expressed an unmodified opinion on those financial information on May 10, 2022.

The Statement includes the results for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2023 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For SRBC & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per Tridevlal Khandelwal
Partner

Membership No.: 501160

UDIN: 23501160BGYHCM6421



Mumbai

May 11, 2023

Zensar Technologies Limited						
Registered Office : Zensar Knowledge Park, Kharadi, Plot # 4 , MIDC, Off Nagar Road, Pune - 411014, India. CIN: L72200PN1963PLC012621						
Statement of Standalone Audited Financial Results for the Quarter and Year ended March 31, 2023						
Amount in INR Mn.						
Particulars	Quarter Ended			Year Ended		
	31-Mar-2023	31-Dec-2022	31-Mar-2022	31-Mar-2023	31-Mar-2022	
	Refer note 5		Refer note 5 & 6		Refer note 6	
	Audited	Unaudited	Unaudited	Audited	Audited	
1	Revenue from operations	4,770	4,496	4,451	18,234	16,289
2	Other income (net)	817	237	717	1,517	1,340
3	Total Income	5,587	4,733	5,168	19,751	17,629
4	Expenses					
	a. Purchase of traded goods	(1)	11	3	19	42
	b. Employee benefits expense	3,143	3,268	2,886	12,800	10,544
	c. Subcontracting costs	29	44	53	187	206
	d. Finance costs	43	44	150	180	297
	e. Depreciation, amortisation and impairment expense	71	222	225	755	883
	f. Other expenses	463	349	358	1,776	1,351
	Total expenses	3,748	3,938	3,675	15,717	13,323
5	Profit before tax (3-4)	1,839	795	1,493	4,034	4,306
6	Tax expense					
	a. Current tax	322	208	313	942	972
	b. Deferred tax	(1)	(2)	121	8	123
7	Net Profit for the period (5-6)	1,518	589	1,059	3,084	3,211
8	Other comprehensive income/(loss), net of income tax					
	<i>A. Items that will not be reclassified to profit or loss</i>	73	22	7	99	(33)
	<i>B. Items that will be reclassified to profit or loss</i>	49	(127)	(102)	10	(28)
	Total other comprehensive income/(loss), net of income tax	122	(105)	(95)	109	(61)
9	Total comprehensive income for the period (7+8)	1,640	484	964	3,193	3,150
10	Paid-up equity share capital (Face value INR 2 each)	453	453	452	453	452
11	Other equity excluding Revaluation Reserves as per balance sheet				22,574	20,366
12	Earnings Per Share (Face value INR 2 each) (not annualised):					
	a) Basic	6.71	2.60	4.67	13.62	14.21
	b) Diluted	6.67	2.59	4.63	13.55	14.09

Statement of Assets & Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
	Audited	Audited
	Assets	
Non-Current Assets		
(a) Property, Plant and Equipment	809	1,028
(b) Right of use assets	1,326	1,632
(c) Capital work-in-progress	-	9
(d) Goodwill	956	956
(e) Other Intangible assets	170	282
(f) Financial Assets		
i) Investments	6,914	4,043
ii) Other financial assets	283	147
(g) Income tax assets (net)	271	255
(h) Deferred tax assets (net)	126	143
(i) Other non-current assets	46	50
Total - Non-current assets	10,901	8,545
Current Assets		
(a) Financial Assets		
i) Investments	4,509	1,636
ii) Trade receivables	7,208	9,291
iii) Cash and cash equivalents	661	866
iv) Other balances with banks	2,435	3,468
v) Other financial assets	1,464	1,264
(b) Other current assets	527	522
Total - Current assets	16,804	17,047
Total - Assets	27,705	25,592



Particulars	As at March 31, 2023	As at March 31, 2022
	Audited	Audited
Equity And Liabilities		
Equity		
(a) Equity Share Capital	453	452
(b) Other Equity		
i. Reserves and surplus	22,591	20,393
ii. Other components of equity	(17)	(27)
Total - Equity	23,027	20,818
Non-Current Liabilities		
(a) Financial Liabilities		
Lease liabilities	1,225	1,466
(b) Provisions	42	37
(c) Employee benefit obligations	180	185
Total - Non-Current Liabilities	1,447	1,688
Current Liabilities		
(a) Financial Liabilities		
i) Lease Liabilities	412	466
ii) Trade payables	721	1,113
iii) Other financial liabilities	944	905
(b) Employee benefit obligations	220	173
(c) Other current liabilities	640	229
(d) Income tax liabilities (net)	294	200
Total - Current Liabilities	3,231	3,086
Total - Equity And Liabilities	27,705	25,592

Notes :

- The above financial results were reviewed and recommended by the Audit Committee and taken on record by the Board of Directors at their meeting held on 11 May 2023.
- Standalone Statement of Cash flows is attached as Annexure I.
- Where financial results are declared for both consolidated and standalone entity, segment information may be presented only in the case of consolidated financial results. Accordingly, segment information has been provided only in the consolidated financial results.
- The Board of Directors in its meeting on January 23, 2023 declared an interim dividend of INR 1.50 per equity share. In addition, 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.
- Figures for the quarter ended March 31, 2023 and March 31, 2022 are the balancing figures between audited figures in respect of the full financial year and published year to date figures upto the third quarter of the respective financial year.
- The Board of Directors of Zensar Technologies Limited (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. As per the Scheme, 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 Cynosure upon the Scheme being effective.

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 were 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 all presented year/periods have been restated to give effect of the said merger.

Key numbers of previous periods as previously reported is as follows;

	Quarter Ended 31-Mar-2022	Year Ended 31-Mar-2022
Revenue	4,451	16,289
Profit before tax	1,490	4,303
Net Profit for the period	1,056	3,208
Total comprehensive income for the period	961	3,147

For and on behalf of the Board



Manish Tandon
Manish Tandon
CEO and Managing Director
DIN:07559939

Mumbai
Date: 11 May 2023

Zensar Technologies Limited
Standalone Statement of Cash Flows

Particulars	Year Ended	
	31-Mar-2023	31-Mar-2022
	Audited	Audited
Cash flow from operating activities		
Profit before taxation	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	(113)
	119	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	(41)
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)
Acquisition of a Company	-	(178)
Investment in subsidiary	-	(1,111)
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	866	855
Cash and cash equivalents at the end	661	866



Independent Auditor's Report on the Quarterly and Year to Date Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
**The Board of Directors of
Zensar Technologies Limited**

Report on the audit of the Consolidated Financial Results**Opinion**

We have audited the accompanying statement of quarterly and year to date consolidated financial results of Zensar Technologies Limited ("Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") for the quarter ended March 31, 2023 and for the year ended March 31, 2023 ("Statement"), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"). In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. includes the results of the entities as mentioned in Annexure I;
- ii. are presented in accordance with the requirements of the Listing Regulations in this regard; and
- iii. gives a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of the consolidated net profit and other comprehensive income and other financial information of the Group for the quarter ended March 31, 2023 and for the year ended March 31, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Results" 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 obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the applicable accounting standards prescribed under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 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 Statement 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 Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, 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 the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The 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 Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the Statement.

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 Statement, 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 the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 Statement 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 Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.



SRBC & CO LLP

Chartered Accountants

- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. 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 Statement 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.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities Exchange Board of India under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

Other Matter

The comparative financial information of the Group for the corresponding quarter and for the year ended March 31, 2022, included in these consolidated financial results, were audited by the predecessor auditor who expressed an unmodified opinion on those consolidated financial information on May 10, 2022.

The Statement includes the results for the quarter ended March 31, 2023 being the balancing figures between the audited figures in respect of the full financial year ended March 31, 2023 and the published unaudited year-to-date figures up to the end of the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For SRBC & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per **Tridevlal Khandelwal**
Partner

Membership No.: 501160

UDIN: 23501160BGYHCN2034



Mumbai

May 11, 2023

SRBC & CO LLP

Chartered Accountants

Annexure 1

Independent Auditor's Report on the Quarterly and Year to Date Consolidated Financial Results of the Company

List of entities whose financial results are included in the Statement along with the Holding Company

Sr. No:	Name of the Company
1	Zensar Technologies, Inc., USA
2	Zensar Technologies (UK) Limited, United Kingdom
3	Zensar (Africa) Holdings Proprietary Limited, South Africa
4	Zensar (South Africa) Proprietary Limited, South Africa
5	Zensar Technologies (Singapore) Pte. Limited, Singapore
6	Foolproof Limited, United Kingdom
7	Zensar Technologies GmbH, Germany
8	Zensar Technologies (Canada) Inc., Canada
9	Zensar Information Technologies B.V., Netherlands
10	Zensar Colombia S A S, Colombia
11	Foolproof (SG) Pte Limited, Singapore
12	Keystone Logic Mexico, S. DE R.L. DE C.V, Mexico
13	M3BI LLC, USA
14	M3BI India Private Limited, India



Zensar Technologies Limited					
Registered Office : Zensar Knowledge Park, Kharadi, Plot # 4 , MIDC, Off Nagar Road, Pune - 411014, India. CIN: L72200PN1963PLC012621					
Statement of Consolidated Audited Financial Results for the Quarter and Year ended March 31, 2023					
Amount in INR Mn.					
Particulars	Quarter Ended			Year Ended	Year Ended
	31-Mar-2023	31-Dec-2022	31-Mar-2022	31-Mar-2023	31-Mar-2022
	Refer note 9 Audited	Unaudited	Refer note 9 Unaudited	Audited	Audited
1 Revenue from operations	12,126	11,976	11,538	48,482	42,438
2 Other income (net)	272	259	723	1,028	1,377
3 Total Income	12,398	12,235	12,261	49,510	43,815
4 Expenses					
a. Purchase of traded goods	60	297	253	1,322	1,102
b. Employee benefits expense	7,988	7,754	7,118	31,230	25,750
c. Subcontracting costs	1,465	1,841	1,770	7,055	6,173
d. Finance costs	63	76	89	279	353
e. Depreciation, amortisation and impairment expense	351	497	481	1,830	1,848
f. Other expenses	855	735	754	3,353	2,848
Total expenses	10,782	11,200	10,465	45,069	38,074
5 Profit before tax (3-4)	1,616	1,035	1,796	4,441	5,741
6 Tax expense					
a. Current tax	793	292	469	1,567	1,542
b. Deferred tax	(369)	(22)	19	(402)	(18)
7 Net Profit for the period (5-6)	1,192	765	1,308	3,276	4,217
8 Net Profit attributable to:					
- Owners	1,192	765	1,299	3,276	4,163
- Non-controlling interests	-	-	9	-	54
9 Other comprehensive income/(loss), net of income tax					
A. Items that will not be reclassified to profit or loss	81	22	5	121	(36)
B. Items that will be reclassified to profit or loss	87	274	10	480	91
Total other comprehensive income/(loss), net of income tax	168	296	15	601	55
10 Total comprehensive income for the period (7+9)	1,360	1,061	1,323	3,877	4,272
11 Total comprehensive income attributable to:					
- Owners	1,360	1,061	1,295	3,877	4,207
- Non-controlling interests	-	-	28	-	65
12 Paid-up equity share capital (Face value INR 2 each)	453	453	452	453	452
13 Other equity excluding Revaluation Reserves as per balance sheet				29,309	26,417
14 Earnings Per Share (Face value INR 2 each) (not annualised):					
a) Basic	5.27	3.38	5.75	14.47	18.43
b) Diluted	5.24	3.36	5.70	14.40	18.27

Statement of Assets & Liabilities

Particulars	As at March	As at March
	31, 2023	31, 2022
	Audited	Audited
Assets		
Non-Current Assets		
(a) Property, Plant and Equipment	1,122	1,251
(b) Right of use assets	2,140	2,559
(c) Capital work-in-progress	0	12
(d) Goodwill	7,454	7,011
(e) Other Intangible assets	1,019	1,718
(f) Financial Assets		
i) Investments	4,477	1,605
ii) Other financial assets	495	257
(g) Income tax assets (net)	294	757
(h) Deferred tax assets (net)	958	539
(i) Other non-current assets	67	68
Total - Non-current assets	18,026	15,777
Current Assets		
(a) Financial Assets		
i) Investments	4,509	1,636
ii) Trade receivables	7,298	7,967
iii) Cash and cash equivalents	4,744	5,054
iv) Other balances with banks	2,536	3,505
v) Other financial assets	2,859	2,631
(b) Other current assets	1,238	1,825
Total - Current assets	23,184	22,618
Total - Assets	41,210	38,395



Particulars	As at March 31, 2023	As at March 31, 2022
	Audited	Audited
Equity And Liabilities		
Equity		
(a) Equity Share Capital	453	452
(b) Other Equity		
i. Reserves and surplus	28,531	26,140
ii. Other components of equity	778	277
Equity Attributable to Owners of the Company	29,762	26,869
Non controlling interests (refer note 7)	-	-
Total - Equity	29,762	26,869
Liabilities		
Non-Current Liabilities		
(a) Financial Liabilities		
i) Lease liabilities	1,904	2,348
ii) Other financial liabilities	423	318
(b) Provisions	42	37
(c) Employee benefit obligations	497	558
Total - Non-Current Liabilities	2,866	3,261
Current Liabilities		
(a) Financial Liabilities		
i) Lease liabilities	826	1,005
ii) Trade payables	2,772	3,164
iii) Other financial liabilities	2,134	2,176
(b) Employee benefit obligations	506	395
(c) Other current liabilities	1,828	1,211
(d) Income tax liabilities (net)	516	314
Total - Current Liabilities	8,582	8,265
Total - Equity And Liabilities	41,210	38,395

Segmental reporting for the Quarter and Year ended March 31, 2023

Segment results	Quarter Ended			Year Ended	
	31-Mar-2023	31-Dec-2022	31-Mar-2022	31-Mar-2023	31-Mar-2022
	Audited	Unaudited	Unaudited	Audited	Audited
Segment Revenue					
Digital and Application Services	10,018	9,653	9,430	39,445	35,415
Digital Foundation Services	2,108	2,323	2,108	9,037	7,023
Revenue From Operations	12,126	11,976	11,538	48,482	42,438
Segment Results					
Digital and Application Services	1,580	1,335	1,464	5,255	5,773
Digital Foundation Services	451	399	353	1,429	1,083
Segment Results	2,031	1,734	1,817	6,684	6,856
Less: Finance costs	63	76	89	279	353
Less: Unallocable expenditure net of unallocable income	352	623	(68)	1,964	762
Profit before tax	1,616	1,035	1,796	4,441	5,741



Segment Assets & Liabilities		31-Mar-2023	31-Dec-2022	31-Mar-2022
		Audited	Unaudited	Audited
1	Segment Assets			
	Trade Receivables			
	Digital and Application Services	5,937	6,087	6,262
	Digital Foundation Services	1,361	1,728	1,705
	Total Trade Receivables	7,298	7,815	7,967
	Unbilled Revenue			
	Digital and Application Services	2,614	2,618	2,628
	Digital Foundation Services	402	382	627
	Total Unbilled Revenue	3,016	3,000	3,255
	Goodwill			
	Digital and Application Services	5,910	5,919	5,586
	Digital Foundation Services	1,544	1,556	1,425
	Total Goodwill	7,454	7,475	7,011
	Unallocable Assets	23,442	22,023	20,162
	TOTAL ASSETS	41,210	40,313	38,395
2	Segment Liabilities			
	Unearned Revenue			
	Digital and Application Services	250	363	303
	Digital Foundation Services	146	170	157
	Total Unearned Revenue	396	533	460
	Unallocable Liabilities	11,052	11,060	11,066
	TOTAL LIABILITIES	11,448	11,593	11,526

Notes :

- The above financial results were reviewed and recommended by the Audit Committee and taken on record by the Board of Directors at their meeting held on 11 May 2023.
- Consolidated Statement of Cash flows is attached as Annexure I.
- Results of Zensar Technologies Limited on a standalone basis are hosted on its website www.zensar.com.

Standalone Financial Information

Particulars	Quarter Ended			Year Ended	
	31-Mar-2023	31-Dec-2022	31-Mar-2022	31-Mar-2023	31-Mar-2022
	Audited	Unaudited	Unaudited	Audited	Audited
Revenue from operations	4,770	4,496	4,451	18,234	16,289
Profit before tax	1,839	795	1,493	4,034	4,306
Net profit for the period	1,518	589	1,059	3,084	3,211

- In July 2021, Company had acquired 100% equity stake in M3Bi India for a total consideration of INR 178 Mn.
In 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 and performance based deferred earnouts upto 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.
During the quarter ended 30 June 2022, provisional purchase price allocation was finalized and accounting was done as prescribed by IND AS 103 "Business combinations".
- The Board of Directors in its meeting on January 23, 2023 declared an interim dividend of INR 1.50 per equity share.
In addition, 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.
- The Group reversed contingent consideration during the quarter and year ended 31 March 2022 amounting to INR 163 Mn (USD 2.13 Mn) and INR 195 Mn (USD 2.56 Mn) respectively payable on business combinations consummated in prior years based on Company's assessment that these are no longer payable.
- (a) During the quarter and 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 Rs. 144 Mn had been adjusted against reserves in the consolidated financial results for the quarter and year ended March 31, 2022.

(b) The Share Subscription and Shareholders' Agreement between Zensar (Africa) Holdings Proprietary Limited (Z AHL), ZSAPTY and Clusten came to an end. As part of this Shareholders' Agreement Z AHL 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 and year 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 quarter and year ended March 31, 2022
- During the quarter and year ended 31 March 2022, 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 (Z AHL). 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 quarter and year ended March 31, 2022 has been included in other income in the consolidated financial results.
- Figures for the quarter ended March 31, 2023 and March 31, 2022 are the balancing figures between audited figures in respect of the full financial year and published year to date figures upto the third quarter of the respective financial year.

For and on behalf of the Board



Manish Tandon

Manish Tandon
CEO and Managing Director
DIN:07559939

Mumbai
Date: 11 May 2023

Zensar Technologies Limited
Consolidated Statement of Cash Flows

Particulars	Year Ended	
	31-Mar-2023	31-Mar-2022
	Audited	Audited
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 amoritised 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)	22
	1,514	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	-	(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)
Purchase of investments (Non Convertible Debentures and Commercial Papers)	(4,789)	(272)
Sale of investments (Mutual Funds)	17,589	17,317
Sale of investments (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	5,054	3,492
Addition in cash and cash equivalents on account of acquisition	-	195
Cash and cash equivalents at the end	4,744	5,054

