

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of eClerx Services Limited ("the Company") will be held on Tuesday, September 29, 2020 at 12.30 p.m., Indian Standard Time ("IST") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider, approve and adopt:
 - The Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon;
 - The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Auditors thereon.
- To declare dividend for the year ended March 31, 2020 amounting to Re. 1/- per share.
- To appoint a Director in place of Mr. Anjan Malik (DIN: 01698542) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- To approve continuation of directorship of Mr. Pradeep Kapoor (DIN: 00053199) as Non-Executive Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following resolution(s) as a **Special Resolution(s)**:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Pradeep Kapoor (DIN: 00053199), who will attain the age of 75 (seventy five) years on November 4, 2020, to continue to be a Non-Executive Independent Director of the Company up to March 31, 2024, being the date of expiry of his current term of office.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

By Order of the Board
For eClerx Services Limited
Pratik Bhanushali

Place: Mumbai
Date: August 12, 2020

Company Secretary & Compliance Officer
F8538

Registered Office:

Sonawala Building, 1st Floor, 29 Bank Street,
Fort, Mumbai - 400 023, Maharashtra, India.
CIN: L72200MH2000PLC125319

NOTES:

- On account of the outbreak of COVID-19 pandemic, social distancing norms, restriction on movement of persons and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 20th Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue and accordingly, Attendance Slip is not annexed hereto.
- Members attending the meeting through VC/OAVM will be counted as quorum. There is no requirement for appointment of proxies since the requirement of physical presence has been dispensed with for AGMs to be held this year. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and the Proxy Form is not annexed hereto. However, pursuant to Section 113 of the Act, Corporate Members are entitled to appoint their authorised representatives to attend and vote on their behalf at the AGM and are required to send through their registered e-mail address, a certified scanned copy of the Board resolution of such authorisation to investor@eclerx.com.

The Company has engaged the services of KFin Technologies Private Limited ("Kfintech"), Registrar and Transfer Agent ("RTA"), to provide VC facility and e-voting facility for the AGM.

- The Annual Report, Notice of the AGM and other documents sent through e-mail are also available on the Company's website www.eclerx.com.
- Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed hereto.

5. DISPATCH OF ANNUAL REPORT

In terms of the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020 will also be available on the Company's website www.eclerx.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Company's RTA, Kfintech at <https://evoting.karvy.com>.

6. URGENT AND IMPORTANT – REGISTER YOUR E-MAIL ADDRESS

In order to receive all communications including Annual Report, Notices, Circulars, etc. from the Company electronically, Members holding shares in physical form and who have not registered their e-mail addresses so far, are requested to do so by clicking on https://ris.kfintech.com/email_registration and providing the requisite details of their holdings and documents for registering their e-mail address or by writing to the Company/Kfintech at

einward@Kfintech.com specifying their Folio No. and attaching self-attested copy of PAN card; and Members holding shares in dematerialised form are requested to register their e-mail address with their respective Depository Participant(s).

7. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

- (i) Members will be provided with a facility to attend the AGM electronically through Video Conference platform made available by Kfintech. For accessing the same, Members may visit the e-voting website of Kfintech i.e. <https://emeetings.Kfintech.com/> under shareholders/Members login by using secure login credentials. The link for attending the AGM electronically will be available under shareholder/Members login where AGM event of eClerx Services Limited can be selected.
- (ii) For better experience, Members are requested to join the meeting using Google Chrome (preferred browser) or other browsers such as Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
- (iii) Members are requested to grant access to the web-cam to enable two-way Video Conferencing and are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio/video loss due to fluctuation in their respective networks.
- (iv) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered e-mail addresses mentioning name, DP/Client ID or Folio No., PAN and Mobile number at investor@eclerx.com from Thursday, September 24, 2020 (9:00 a.m. IST) up to Saturday, September 26, 2020 (5:00 p.m. IST). Alternatively, Members may register themselves as a speaker, during such time, by clicking 'Speaker Registration' tab available on the e-voting website of Kfintech <https://emeetings.Kfintech.com/> and shall be provided a 'queue number' in advance. The Company reserves the right to restrict the number of speakers to those, who have done the prior-registration, depending on the availability of time at the AGM.
- (v) Members who may wish to post queries at the AGM, may visit <https://emeetings.Kfintech.com/> and click on the Tab "Post Your Queries Here" to post their queries in the window provided, from Thursday, September 24, 2020 (9:00 a.m. IST) up to Saturday, September 26, 2020 (5:00 p.m. IST) by mentioning their name and demat account number. Members may note that depending upon the availability of time, questions may be answered during the AGM or responses will be shared separately after the AGM.
- (vi) Facility for attending the AGM through electronic means (VC/OAVM) shall be made available 15 minutes before the scheduled time for the AGM and will be available for at least 1,000 Members at a time, on first come first serve basis ("FIFO") and shall be kept open throughout the proceedings of AGM.
- (vii) There will be no restrictions on account of FIFO entry into AGM for Members holding 2% or more shareholding as on the cut-off date for e-voting and also for the promoters, institutional investors, directors, key managerial personnel, auditors of the Company etc.

(viii) For any assistance required in terms of using VC for the AGM, Members may contact Mr. S. V. Raju of Kfintech at einward.ris@Kfintech.com or call at 040-67162222 or at 1800 345 4001 (Toll Free).

8. Members of the Company under the category of Institutional Investors are also encouraged to attend and vote at the AGM.
9. In case of joint holders, a Member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote at the AGM.
10. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or Kfintech in the following cases viz. deletion of name, transmission of shares and transposition of shares.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 18, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2020, if any, approved by the Members.
12. An Explanatory Statement pursuant to Section 102 of the Act in respect of Item No. 4 of the Notice set out above, is annexed hereto.
13. Pursuant to Regulation 36(3) of the Listing Regulations, brief profile(s) of the Director(s) who are proposed to be re-appointed is annexed hereto.
14. The applicable statutory registers and the certificate from the Auditor's of the Company certifying that the Company's Employee Stock Option Scheme(s)/Plan(s) are being implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and other applicable Regulations, if any, and in accordance with the resolutions passed by the Company in the earlier General Meeting(s), will be available electronically for inspection by the Members during the AGM. Members are requested to send an e-mail to investor@eclerx.com in advance, if they wish to inspect such documents during the AGM.

Further, all documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investor@eclerx.com.

15. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, as amended, and Regulation 44 of Listing Regulations, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**"). Further, the facility for voting through electronic voting system will also be made available during the AGM ("**Instapoll**") and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote during the AGM through Instapoll. The Company has engaged the services of Kfintech as the agency to provide both remote e-voting and Instapoll.

A person whose name is recorded in the Register of Members as on the cut-off date i.e. Thursday, September 17, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Instapoll. The remote e-voting period will commence on Thursday, September 24, 2020 (9.00 a.m. IST) and will end on Monday, September 28, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date may cast his/her votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently or cast his/her vote again. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, September 17, 2020.

In case a person has become a Member of the Company after dispatch of this Notice but on or before the cut-off date, he/she may obtain the User ID and Password in the manner as mentioned below:

- a) If the mobile number of the Member is registered against Folio No./DP ID and Client ID, the Member may send SMS: **MYEPWD**<space>E-voting Event number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL : MYEPWD <SPACE>IN12345612345678
Example for CDSL : MYEPWD <SPACE>1402345612345678
Example for Physical : MYEPWD <SPACE>XXX1234567890
- b) If e-mail or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the homepage of <https://evoting.karvy.com/>, the Member may click 'forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Member may call on Kfintech's toll free number 1-800-3454-001.
- d) Member may send an e-mail request to evoting@Kfintech.com. However, Kfintech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

The Company has appointed Ms. Ashwini Inamdar, (Membership No. FCS 9409) and failing her, Mr. Atul Mehta (Membership No. FCS 5782) of M/s. Mehta & Mehta, Company Secretaries, Company Secretaries, to act as the Scrutinizer, to *inter-alia*, scrutinise the remote e-voting and Instapoll process in a fair and transparent manner.

The Members, who have not cast their vote through remote e-voting can exercise their voting rights through Instapoll. A Member can opt for only single mode of voting i.e. through remote e-voting or Instapoll. If a Member casts votes by both modes then voting done through remote e-voting shall prevail and voting done through Instapoll shall be treated as invalid.

The manner of voting through remote e-voting is as under:

I. In case of Members receiving an e-mail from Kfintech [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)]

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com/>

- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by Folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on – "Login".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc..). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e., 'eClerx Services Limited'.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at evoting@mehtamehta.com with a copy marked to evoting@Kfintech.com and investor@eclerx.com. The scanned

image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

Participant(s) and also verify your holdings to prevent fraudulent transactions.

II. In case of Members whose e-mail IDs are not registered with the Company/Depository Participant(s)

- (i) Members holding shares in physical mode and dematerialised form, who have not registered/updated their e-mail addresses with the Company, are requested to register/update the same by following the process mentioned in Point No. 6.
 - (ii) After due verification, the Company/Kfintech will forward your login credentials to your registered e-mail address. Thereafter, follow the instructions at (i) to (xii) to cast your vote.
- III. In case of any query and/or grievance in respect of voting by electronic means or voting through Instapoll, Members may refer to the Help & Frequently Asked Questions (FAQs) and Evoting user manual available at the download section of <https://evoting.karvy.com/> (Kfintech website) or contact Mr. S. V. Raju, Deputy General Manager (Unit: eClerx Services Limited) of KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, India or at evoting@Kfintech.com or phone no. 040 - 6716 1500 or call Kfintech's toll free No. 1-800-3454-001 for any further clarifications.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

V. Information and instructions for Instapoll

The e-voting window shall be activated upon instructions of the Chairman during the AGM proceedings.

Members shall then click on the "Instapoll" icon on the webpage and follow the instructions to vote on the resolutions.

- VI. The results shall be declared at or after the meeting. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.eclerx.com. The Company shall simultaneously submit the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

16. Members are requested to

- a) send their queries, if any, on the operations/financials of the Company through e-mail at investor@eclerx.com on or before Saturday, September 26, 2020 (5.00 pm IST), so that the information could be compiled in advance.
- b) immediately intimate change of address, if any, to Kfintech, Unit: eClerx Services Limited, KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, India, quoting reference of their registered folio number, in case of shares held in physical form.
- c) not leave their demat account(s) dormant for long and obtain periodic statement of holdings from your respective Depository

17. Dividend and Related Information

- a) Dividend, as recommended by the Board of Directors, if approved at the AGM, shall be paid after Tuesday, September 29, 2020 but within the statutory time limit of 30 days, to those Members whose names are registered in the Register of Members of the Company on Thursday, September 17, 2020 in case of shares held in physical form. In case of shares held in dematerialised form, the dividend thereon shall be paid to the Beneficial Owners as at the end of the business on Thursday, September 17, 2020, as per lists to be provided by the Depositories for the said purpose.
- b) Members who wish to claim their dividends declared in past and which remains unclaimed, are requested to contact Kfintech, Unit: eClerx Services Limited, KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, India or write to the Company at its Registered office. Members are requested to note that, pursuant to Section 124 of the Act read with the Rules framed thereunder, dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to Investor Education and Protection Fund.
- c) In case the shares are held in physical form, requests for change of address, bank particulars/mandates/NECS mandates, PAN, registration of e-mail id for receiving electronic communication from the Company/Registrar and Transfer Agent should be lodged with Kfintech, Unit: eClerx Services Limited, KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, India, before the book closure.
- d) The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the Members well in time. Members are encouraged to utilise the National Electronic Clearing System (NECS) for receiving dividend(s).
- e) Shareholders are requested to register/update their Bank Account details with their respective Depository Participant(s), if shares are held in dematerialised form or with Kfintech/ Company by sending an e-mail on einward@Kfintech.com, if shares are held in physical mode by clearly specifying Name, Folio No., Bank name and address, Account No., IFSC and MICR details and attach self-attested copy of PAN Card and cancelled cheque. Final Dividend, if approved by the Members at this AGM, will be directly credited to the bank accounts of the shareholders as per the details available with the Company within the prescribed timelines. In case of shareholders who have not registered their bank details, demand drafts will be sent to them in due course of time and upon normalisation of postal services.
- f) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the

Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

- g) Members are requested to refer to the communication available on Company's website at <https://eclerx.com/shareholders-communication-deduction-of-tax-at-source-on-dividend/> for the information with respect to the deduction of tax at source on dividend and for availing tax exemptions, as mentioned therein. The said communication is also available on the website of stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
- h) A resident shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail by visiting <https://ris.Kfintech.com/form15/> or e-mail the documents on einward.ris@kfintech.com on or before Thursday, September 17, 2020 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post Thursday, September 17, 2020 shall not be considered.
- i) Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the duly signed scanned documents by visiting <https://ris.Kfintech.com/form15/> or e-mail the documents on einward.ris@kfintech.com on or before Thursday, September 17, 2020.
- j) Members will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (Refer Form 26AS).
- k) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Book Closure dates and other documents available with the Company/Kfintech. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- l) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.
18. Pursuant to the provisions of Section 72 of the Act read with Rules framed thereunder, Members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to approach Kfintech by sending an e-mail on einward@kfintech.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS - ITEM NO. 4

The Members of the Company through a special resolution dated October 26, 2018 passed by way of Postal Ballot had appointed Mr. Pradeep Kapoor as a Non-Executive Independent Director of the Company for his second term of 5 (five) consecutive years commencing from April 01, 2019 and expiring on March 31, 2024.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') provides that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect.

Mr. Pradeep Kapoor (DIN 00053199), a Non-Executive Independent Director-Chairman of the Company, will be attaining the age of 75 (seventy five) years on November 4, 2020. Pursuant to Regulation 17(1A) of the Listing Regulations, a Special Resolution will be required to be passed for continuation of his directorship in capacity of Non-Executive Independent Director with effect from November 4, 2020 up to March 31, 2024, being the date of expiry of his current term of office. The Nomination and Remuneration Committee and the Board of Directors of the Company, at their respective meetings held on August 12, 2020, have unanimously approved the same. The Board recommends passing of this Special Resolution as stated at Item no. 4 of the Notice.

The relevant information to be taken into consideration by the Members before voting on this special business is stated hereunder:

■ Brief profile, skills and expertise of Mr. Pradeep Kapoor

Mr. Pradeep Kapoor, born on November 4, 1945, is a Non-Executive Independent Director of the Company. He holds a Bachelor's degree in Mechanical Engineering and has been associated with the infrastructure industry, especially engineering, manufacturing and construction industry for more than 5 decades.

He has been the Managing Director and CEO of Trafalgar House Construction Limited and FL Smidth Limited and the Vice Chairman/ Managing Director/CEO of ABG Cement Limited and of ABG Energy Limited. He has also been the Chairman of Fuller Infotech Private Limited, the Director of FLS Automation Private Limited and the CEO of Dodsai Limited and of Sanghi Industries Limited.

He possesses more than 51 years of rich and varied experience, requisite skills of leadership, facilitation and oversight, which helps in setting the tone for other Directors and stimulating Board discussions towards strategic planning.

■ Association, Participation and involvement with eClerx

Post enactment of Companies Act, 2013 ('the Act'), Mr. Kapoor's first term as Independent Director was from July 10, 2014 till March 31, 2019. Taking into account his skills, experience, and expertise, he was re-appointed as 'Independent Director' for second term of 5 (five) years from April 01, 2019 till March 31, 2024 by Members of the Company with 94.71% votes in favor.

He has been an active Member of the Board, Audit Committee and Stakeholders' Relationship Committee, which can be inferred from his attendance records of the Board and Committee meetings given hereunder. He brings an independent judgement on the Board and his continued association will be valuable to the Company. As a Chairman, he has successfully led and effectively supervised the Board. He has promoted open communication and constructive debates in Boardroom helping in fair Board decisions, which worked in the interest of the Company and shareholders.

Mr. Kapoor's attendance details at the Board and Committee Meetings held during the last 3 (three) financial years are given below:

Financial year	Board meeting		Audit Committee meeting		Stakeholders' Relationship Committee meeting	
	Attendance %	Out of	Attendance %	Out of	Attendance %	Out of
FY2019-20	100%	5 out of 5	100%	5 out of 5	75%	3 out of 4
FY2018-19	83.33%	5 out of 6	80%	4 out of 5	75%	3 out of 4
FY2017-18	100%	6 out of 6	100%	5 out of 5	100%	4 out of 4

Mr. Kapoor has also attended last Annual General Meeting of the Company held on August 29, 2019. Except for few Board and Committee meetings, which he could not attend owing to some personal reasons, Mr. Kapoor has attended almost all of such meetings in person regardless of his age. He is committed to maintain his strong attendance record for future Board and Committee meetings as well.

■ **External Directorships and conflict of interest**

Apart from eClerx Services Limited, Mr. Kapoor does not serve on any other public Board or its Committees and therefore is available

to devote significant of his time and inputs both at eClerx Board Meetings and outside the Boardroom wherever required.

As on the date of the notice of this meeting, Mr. Kapoor holds only 0.02% of share capital of the Company, which is not material and therefore does not affect his independence. He does not own any stock options of the Company.

■ **Performance Evaluation**

The Board of Directors appoints an external expert for conducting the annual Board and individual Director's evaluation, which ensures that the process is unbiased. The performance evaluation reports are placed before the Nomination and Remuneration Committee and the Board for review and necessary action. Mr. Kapoor being a Chairman, his performance is also evaluated by Independent Directors collectively, taking into consideration views of Executive and Non-Executive Directors. Mr. Kapoor's annual performance evaluation reports have always been extraordinary.

Mr. Kapoor (including his relatives) is interested in this resolution set out at item No. 4 of the notice, to the extent of his shareholding and remuneration (which is line with the remuneration of other Directors of the Company) in the Company. Save and except this, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Taking into consideration the above mentioned factors justifying Mr. Kapoor's valuable association with the Company, the Members are requested to grant their approval by way of passing a Special Resolution for the continuation of directorship of Mr. Pradeep Kapoor as a 'Non-Executive Independent Director' of the Company, not liable to retire by rotation.

ANNEXURE(S) TO THE NOTICE

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Name	Anjan Malik	Pradeep Kapoor
DIN	01698542	00053199
Designation	Non-Executive Director	Non-Executive Independent Director – Chairman
Age	50 years	74 years
Profession	Business Executive	Business Executive
Date of first appointment on the Board	May 10, 2000	August 11, 2007
Shareholding in the Company as on the date of this Notice	9,365,204 (26.84%)	7,008 (0.02%)
Qualifications	Bachelor's Degree in Physics, with honours from the Imperial College of Science and Technology, London (UK) and a Masters of Business Administration degree in Finance from the Wharton School of Pennsylvania (USA).	Bachelor's degree in Mechanical Engineering
Brief resume (Experience and Expertise)	Mr. Anjan Malik is a co-founder and Non-Executive Director of eClerx Services Limited and the Executive Director of its on-shore subsidiaries. He has over 29 years of experience across consulting, investment banking and knowledge process outsourcing. He has worked with Accenture in Europe and Lehman Brothers in the US before starting eClerx with Mr. PD Mundhra, in 2000.	Refer Explanatory Statement to Item No. 4
Terms and conditions of re-appointment	As per the existing terms and conditions and in accordance with the provisions of Companies Act, 2013.	
Relationship with other directors and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel.	
Directorships held in other Companies	N.A.	N.A.
Memberships/Chairmanships held in committees of the Board of other companies	N.A.	N.A.
The number of meetings of the Board attended during the financial year 2019-2020	5 out of 5	5 out of 5
Remuneration last drawn	No remuneration had been paid by the Company, during FY 2019-20. However, as stated in Notes to Consolidated Financial Statements, he was paid Rs. 13.85 Million (which includes Rs. 6.63 Million of bonus provisions) from eClerx Limited, (U.K.) and Rs. 7.20 Million from eClerx Investments (U.K.) Limited, wholly owned subsidiaries of the Company, during FY 2019-20.	Commission of Rs. 1.90 Million and sitting fees of Rs. 0.30 Million was paid, by the Company during FY 2019-20.