

eClerx/SECD/SE/2022/129

December 7, 2022

BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Fort, Mumbai - 400 001	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, Block G, Bandra - Kurla Complex Bandra (East), Mumbai – 400 051
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Dear Sir/Madam,

Sub: Shareholders Communication - Intimation regarding updation of documents for distribution of fractional proceeds pursuant to bonus shares

Scrip Code: BSE - 532927
NSE – ECLERX

With reference to the recent bonus issue by the Company, the sale proceeds of the fractional bonus shares will be treated as “Deemed Dividend” under the Income-tax Act, 1961 (“Act”) and shall be distributed to the eligible shareholders, in proportion to their respective fractional entitlement. Accordingly, in terms of the provisions of the Act, as amended by the Finance Act, 2020, these proceeds shall be taxable in the hands of the shareholders and the Company shall transfer the amounts as per respective fractional entitlements to the eligible shareholders after deduction/withholding of applicable taxes.

In this regard, please find attached communication regarding deduction of tax at source on such deemed dividend which has been sent to those shareholders whose email IDs are registered with the Company and/or Depositories.

The said communication is also available on the website of the Company viz. www.eclerx.com.

This is for your information and records.

Thanking you,

Yours faithfully

For eClerx Services Limited



Pratik Bhanushali
Company Secretary & Compliance Officer
F8538

Encl: As above



December 7, 2022

Dear Shareholder,

Subject: Intimation to shareholders regarding updation of documents for distribution of fractional proceeds pursuant to bonus shares

This communication is with reference to issuance of bonus shares approved by the Board at its meeting held on August 9, 2022 and by shareholders through Postal Ballot on September 11, 2022, in the ratio of 1 (one) new fully paid up equity share of Rs. 10/- each for every existing 2 (two) equity shares of Rs. 10/- each. Please note that the proceeds arising pursuant to fractional bonus shares will be distributed to the eligible shareholders, in proportion to their respective fractional entitlement.

The proceeds of bonus fractional shares will be treated as "Deemed Dividend" under Section 2(22) of the Income Tax Act, 1961 ("the Act") and shall be subject to applicable taxes (including deduction/withholding of taxes). Therefore, shareholders are hereby informed that the Company is under an obligation to deduct tax at source ("TDS") on Bonus Fractional Proceeds at applicable rates in accordance with the provisions of the Act and shall transfer the amount payable to the eligible shareholders after deduction / withholding of applicable taxes.

All the shareholders are requested to ensure that their details with reference to valid Permanent Account Number ("PAN"), residential status as per the Act i.e. Resident or Non-Resident, category of their account as per PAN, email/postal address including Bank Account details, etc., as applicable, are complete and updated in their account maintained with Depository Participant (in case shares are held in dematerialized form) or with Registrar and Transfer Agent of the Company viz. KFin Technologies Limited (in case shares are held in physical form).

In this regard, kindly note the following:

A. For resident shareholders: Tax will be deducted at source ("TDS") under Section 194 of the Act @ 10% on the amount of Bonus fractional proceeds payable unless exempt under any of the provisions of the Act. However, in case of resident individuals, TDS would not apply if the aggregate of total dividend paid/payable to them (including proceeds of bonus fractional shares) by the Company during FY 2022-23 does not exceed Rs. 5,000. Tax deduction will be subject to the below requirements:

Where, the Permanent Account Number (PAN) is available and such PAN is valid/operative as per the provisions of the Act:

In accordance with Section 194 of the Act, tax shall be deducted at source at rate of 10% where shareholders have registered their valid PAN and at rate of 20% for cases where the shareholders do not have PAN/have not registered their valid PAN. Further, where Aadhar is not linked with PAN, the PAN shall be treated as invalid in accordance with the proviso to Section 139AA(2) of the Act and TDS shall get attracted accordingly.

The TDS will be deducted unless exempt under the provisions of the Act and subject to furnishing of following self-certified documents:

- i. **Insurance companies:** Documentary evidence that the provisions of Section 194 of the Act are not applicable to them (self-attested by the competent authority with affixed stamp);
- ii. **Mutual Funds:** Documentary evidence (self-attested registration certificate) to prove that the mutual fund is a mutual fund specified under clause (23D) of Section 10 of the Act;
- iii. **Alternative Investment Fund (AIF)** established in India: Self - declaration that such (deemed dividend under Income tax Act) income is not chargeable under the head 'Profit and Gains of Business or Profession' and exempt under Section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI Regulations along with self-attested copy of registration documents.
- iv. **Entities Exempt under Section 10 of the Act:** In case of resident non-individual shareholders, if the income is exempt under the Act, the authorized signatory shall submit the self-declaration duly signed with stamp affixed for the purpose of claiming exemption from tax deduction at source;
- v. **Corporation established by or under a Central Act** which is, under any law for the time being in force, exempt from income- tax on its income - Documentary evidence that the person is covered under Section 196 of the Act;
- vi. **Form 15G/15H in the case of eligible Resident shareholders:** No tax shall be deducted in the case of a resident shareholder if the shareholder provides duly signed Form 15G (applicable to any person other than a Company or a Firm) or Form 15H (applicable to an individual above the age of 60 years), provided that all the prescribed eligibility conditions are met (declaration form is annexed in the below link).

Blank Form in respect of above stated Self declaration may be downloaded from the website of the Registrar and Transfer Agent viz. KFin Technologies Limited ("RTA") at <https://ris.kfintech.com/form15>

Where a shareholder furnishes lower/nil withholding tax certificate under Section 197, TDS will be deducted as per the rates prescribed in such certificate.

B. For Non-Resident Shareholders:

- i. Tax is required to be withheld in accordance with the provisions of Section 195 of the Act at applicable rates in force. As per the provisions of the Act, the tax shall be withheld @ 30% (plus surcharge and cess, as applicable) on the amount of Bonus Fractional proceeds as other income.
- ii. As per Section 90 of the Act, a non-resident shareholder has an option to be governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if such DTAA provisions are more beneficial to such shareholder. To avail the DTAA benefits, the non-resident shareholder will have to compulsorily provide the following documents:

- a. Copy of Permanent Account Number (PAN), if available.
- b. Self-attested copy of Tax Residency Certificate (TRC) issued by the tax authorities of the country of which shareholder is tax resident, evidencing and certifying shareholder's tax residency status during FY 2022-23.
- c. Completed and duly signed Self-Declaration in Form 10F;
- d. Self-declaration of having no taxable presence, fixed based or permanent establishment in India in accordance with the applicable Tax Treaty and Beneficial ownership by the non-resident shareholder.

The format of the documents referred to in point no. (c) and (d) above can be downloaded from the website of the RTA viz. <https://ris.kfintech.com/form15>

The Company will apply its sole discretion and is not obligated to apply the beneficial DTAA rates for tax deduction on Bonus fractional shares proceeds payable to shareholders. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non- Resident shareholders.

- iii. Notwithstanding the above, tax shall be deducted at source/withholding tax @30% (plus applicable surcharge and cess) on Bonus fractional shares proceeds paid to Foreign Institutional Investors ("FII") and Foreign Portfolio Investors ("FPI"). Such TDS/withholding tax rate shall not be reduced on account of the application of the lower DTAA rate, if any.
- iv. Where a shareholder (other than FII and FPI as covered in Para B(III) above) furnishes valid lower/nil withholding tax certificate under Section 197 of the Act, TDS will be deducted as per the rates prescribed in such certificate.

C. For all Shareholders:

Special provision for deduction of tax at source for non-filers of income-tax return applicable from July 1, 2021 (Section 206AB of the Act)

In case Bonus fractional shares proceeds amount is paid or payable to a specified person, the tax shall be deducted at the higher of the following rates: -

- i. at twice the rate specified in the relevant provision of the Act; or
- ii. at twice the rate or rates in force; or
- iii. at the rate of five per cent.

The term "specified person" means a person who has:

1. not filed the returns of income for both of the two previous years immediately prior to the previous year in which tax is required to be deducted and the time limit of filing return of income under sub-section (1) of Section 139 has expired; and
2. the aggregate of tax deducted at source and tax collected at source in his case is Rs. 50,000/- or more in each of these two previous years.

Further if the provisions of Section 206AA is applicable to a specified person, in addition to the provision of this Section (i.e. the person has neither obtained PAN nor filed return of income), the tax shall be deducted at higher of the two rates provided in this Section and in Section 206AA.

Please note that the specified person shall not include a non-resident who does not have a permanent establishment in India.

At the time of deduction of Tax, the Company will verify if the person fulfills the conditions of being a specified person, using the new functionality introduced by the Income Tax Department in this respect.

The shareholders are requested to upload the aforementioned documents latest by 5 PM, Monday, December 12, 2022 on the website of the RTA at <https://ris.kfintech.com/form15/> and also email them at einward.ris@kfintech.com in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained post Monday, December 12, 2022.

Documents received by post or from registered email ID will only be accepted. In case of joint shareholders, the shareholder named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

Shareholders may note that in case the tax on said Bonus fractional shares proceeds is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Act and claim for a credit/appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted. Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>

Above communication on TDS only sets out the provisions of law in a summarized manner and does not purport to be a complete analysis or listing of all potential tax consequences.

The Company shall not be liable to entertain any request from such shareholder and the requisite steps will have to be taken by the shareholder at his/her end in consultation with the Tax Advisor.

We seek your co-operation in the matter.

Yours faithfully,

For **eClerx Services Limited**

Pratik Bhanushali

Company Secretary & Compliance Officer

F8538

[Click here](#) to download - 15H

[Click here](#) to download - 15G

[Click here](#) to download - 10F

[Click here](#) to download - NON-RESIDENT-TAX-DECLARATION

[Click here](#) to download - DECLARATION-UNDER- RULE-37BC

[Click here](#) to download - RESIDENT-TAX-DECLARATION