eClerx Services Limited
CIN: L72200MH2000PLC125319
Regd. Office: Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai - 400 023, India
Phone No.: +91 (22) 6614 8301, Fax No.: +91 (22) 6614 8655,
Email Id: investor@eclerx.com, Website: www.eclerx.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s),

Notice is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the **"Rules"**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, Secretarial Standard on General Meetings (**"SS-2"**) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, as amended from time to time) and pursuant to other applicable laws and regulations, the resolutions appended seeking approval of the Members of eClerx Services Limited (the **"Company"**) are proposed to be passed through postal ballot process by electronic voting (**"e-voting"**).

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, for your consideration.

The Board of Directors vide its resolution passed through circulation on Monday, July 17, 2023 has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Company Secretaries as the Scrutinizer (the **"Scrutinizer"**) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the requirements of the MCA Circulars and provisions of Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice (**"Notice"**) along with Explanatory Statement and remote e-voting instructions are being sent only through electronic mode to all those Members who have registered their e-mail addresses with the Company/Registrar and Share Transfer Agent (**"RTA"**)/Depositories/Depository Participants and whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Friday, July 14, 2023. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

For the purpose of e-voting, the Company has engaged the services KFin Technologies Limited. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section **"General information and instructions relating to e-voting"** in this postal ballot notice (**"Postal Ballot Notice"**) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 hours IST on Friday, August 18, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit her report to the Chairman or any person authorised by him after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorised by him, on or before Saturday, August 19, 2023.

The said results along with the report of the Scrutinizer shall be displayed on the Company's website www.eclerx.com and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

SPECIAL BUSINESS:

1. To appoint Mr. Kapil Jain (DIN: 10170402) as Managing Director and Group CEO 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 the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Kapil Jain (DIN: 10170402), who was appointed as an Additional Director of the Company with effect from May 25, 2023 and who holds office up to the date of ensuing Annual General Meeting or such shorter period as prescribed under law, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and approvals and recommendation of Nomination and Remuneration Committee and that of Board, consent of the members of the Company be and is hereby accorded to appoint Mr. Kapil Jain (DIN: 10170402) as Managing Director & Group CEO of the Company (not liable to retire by rotation) for a period of 5 consecutive years effective from May 25, 2023 till May 24, 2028, subject to approval of Central Government and as per the following terms and conditions:

A. **Tenure**: May 25, 2023 till May 24, 2028

B. **Nature of Duties**:

Mr. Kapil Jain's scope of duties and responsibilities would include such duties and responsibilities as are normally associated with the function and position of Managing Director & Group CEO. He shall devote his whole time and attention to the business of the Company and its subsidiaries and carry out such duties as may be entrusted to him by the Board of Directors ("**Board**" which term shall be deemed to include any committee of the Board constituted to exercise its powers, including powers conferred by this resolution) from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.

His key roles and responsibilities will include:

(a) Executing the group's strategy as agreed with the Board, under the supervision of the Board;

(b) Driving business revenue and profitability growth;
(c) Identifying and selling to new clients/geographies;
(d) Developing client relationships, driving transformation, managing technological disruption; developing capabilities to address customer needs;
(e) Setting Company's business priorities and periodically reviewing their progress; Overseeing the executive leadership of the Company.

Mr. Kapil Jain will, to the best of his skill and ability, endeavor to promote the interests and welfare of the Company and to conform to and comply with the directions & regulations of the Company and also such orders and directions as may from time to time be given to him by the Board. Mr. Kapil Jain shall at all times act in the best interests of the Company.

C. **Remuneration**: Other than the remuneration payable to Mr. Kapil Jain by eClerx Limited (in his capacity as its CEO), a wholly owned subsidiary of the Company in the UK, no remuneration shall be payable to him by the Company as the Managing Director and Group CEO. However, eClerx Limited and the Company may enter into necessary arrangements in accordance with applicable laws for transfer pricing purposes in connection with the Group CEO related services rendered by Mr. Jain. The remuneration to be paid to Mr. Kapil Jain by eClerx Limited (in his capacity as its CEO) shall include the following:

(a) **Basic salary**: £650,000 per annum and may be eligible for such annual increments, as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee.

(b) **Sign-on bonus**: The following amount will be paid to him as a sign-on bonus:

- £400,000 in the first payroll run of eClerx Limited after May 1, 2023 (**"First Tranche Date"**); and
- £350,000 within thirty days of the expiry of twelve calendar months from the First Tranche Date.

(c) **Bonus**: Mr. Kapil Jain will be eligible to receive a discretionary annual bonus up to the higher of (i) £650,000 OR (ii) an amount equal to the previous financial year's basic salary or such other higher amount as determined by the Board, subject to fulfilment of the eligibility criteria and performance targets from time to time. For the financial year ending March 31, 2024, Mr. Kapil Jain shall receive a guaranteed minimum bonus of £450,000.

(d) **Stock Options**: Mr. Kapil Jain would be eligible to benefits under the employee stock option plan of the Company for the time being in force ("**ESOP**"), in accordance with the schemes and rules of the Company for its staff as applicable from time to time. The benefits under the ESOP may be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Nomination and Remuneration Committee or the Board.

(e) **Other Perquisites:** In addition to the remuneration, Mr. Kapil Jain would also be eligible to perquisites in the form of medical insurance cover family at an annual premium cost of £15,000, life assurance benefits for an amount equal to four (4) times his basic salary, income protection insurance for an amount equal to 75% of his basic salary and an enrolment into eClerx's personal pension scheme.

D. During the currency of his appointment, Mr. Kapil Jain shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature other than the eClerx group.

E. Mr. Kapil Jain shall comply with all policies of the Company and its subsidiaries and the related rules which are applicable to him (including by virtue of this designation and position).

F. Termination:

(a) If at any time, Mr. Kapil Jain ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Group CEO & Managing Director, and his employment with the Company shall forthwith terminate.

(b) In case of termination of the employment of Mr. Kapil Jain as the CEO of eClerx Limited (a wholly owned subsidiary of the Company), he shall cease to be the Group CEO & Managing Director with immediate effect, his employment with the Company shall terminate simultaneously and he shall be deemed to have resigned from the position of a Director of the Company.

(c) Notwithstanding anything else, the Board may terminate the appointment of Mr. Kapil Jain as Group CEO & Managing Director if he has been indicted or convicted of (or pleaded no contest or guilty to) a crime involving fraud, dishonesty, or any arrestable offence (or a crime of similar import) or is convicted of any offence which results in a sentence of imprisonment being passed, whether immediate or suspended, or otherwise if he is determined by the Board in good faith to be guilty of:

- a substantial and continuing failure to render services in accordance with his assigned duties;
- negligence, dishonesty, breach of fiduciary duty or a material breach of the terms of his appointment; or
- an act amounting to gross misconduct.

(d) Any delay by the Company in exercising any right to termination shall not constitute a waiver of such right. Such right of the Company is without prejudice to any other rights that it might have under law, contract or equity to terminate Mr. Kapil Jain's appointment;

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or agreement in such manner and to such extent as may be agreed between the Board and Mr. Kapil Jain.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, Mr. Srinivasan Nadadhur, Chief Financial Officer of the Company and Mr. Pratik Bhanushali, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable, including filing of necessary forms and application(s) with Central Government or any other government or regulatory authority and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to provide any further consent or approval of the shareholders of the Company, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. To appoint Ms. Bala C Deshpande (DIN: 00020130) as a Director in the capacity of 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 the provisions of Sections 149, 150, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder ("the Act") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of

the Company and approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Bala C Deshpande (DIN: 00020130), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 25, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till May 24, 2028, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company be and 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 of Directors,
For **eClerx Services Limited**

Sd/-
Pratik Bhanushali
Company Secretary
F8538
Mumbai,
July 17, 2023

Registered Office:
Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai - 400 023
CIN: L72200MH2000PLC125319, Website: www.eClerx.com , E-mail: investor@eclerx.com
Tel: +91 (22) 6614 8301, Fax: +91 (22) 6614 8655

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday, July 14, 2023 (**''Cut-off date''**) and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.

3. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI Listing Obligations, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by KFin Technologies Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.

4. The voting rights of the shareholders shall be reckoned on the equity shares held by them as on Friday, July 14, 2023, being the "cut-off date" fixed for this purpose. The Postal Ballot Notice is being sent only electronically to all the shareholders, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) as on the close of working hours on the cut-off date, and any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.

5. The Board of Directors vide its resolution passed through circulation on Monday, July 17, 2023, has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Company Secretaries bearing FCS 3738 as the scrutinizer (**"Scrutinizer"**) for conducting the Postal Ballot only through e-voting process in a fair and transparent manner.

6. The postal ballot notice is also being uploaded on the Company's website viz., www.eclerx.com and on the website of KFintech viz., https://evoting.kfintech.com/

7. Shareholders who have not registered their e-mail address are requested to register the same in respect of equity shares held in electronic form with the Depository through their Depository Participant(s) and in respect of equity shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or at evoting@kfintech.com as per the following procedure:

Physical Holding	Kindly submit Form ISR-1 to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company at https://eclerx.com/investor-relations/forms-for-physical-shareholders/ You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to the following address: KFin Technologies Limited (Unit: eClerx Services Limited) Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. Ph: 040 – 67161500 Email: einward.ris@kfintech.com
Demat Holding	Contact respective Depository Participant(s)

8. In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, July 14, 2023 will be considered for the purpose of e-voting.

9. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

10. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Friday, August 18, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

11. The Scrutinizer will submit her report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any person authorised by him, on or before Saturday, August 19, 2023 and will also be displayed on the website of the Company (www.eclerx.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

12. Shareholders can cast their vote online from Thursday, July 20, 2023 from 09:00 hours IST till Friday, August 18, 2023 17:00 hours IST. Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.

13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, August 18, 2023 i.e., the last date specified for receipt of votes through the E-voting process.

14. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Shareholders seeking to inspect such documents can send an email to investor@eclerx.com.

15. In this Notice, the term "shareholder(s)" and "member(s)" are used interchangeably.

General information and instructions relating to e-voting:

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

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

I. Individual Shareholders holding securities in Demat Form:

- **Login through Depositories**

  As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in

	progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-

	Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

II. Non-Individual shareholders and shareholders holding securities in Physical Form:

a. Initial Password is provided in the body of the email.

b. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

c. Enter the login credentials i.e. User ID and Password mentioned in your email. Your Folio No./DP ID Client ID will be your User 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.

d. After entering the details appropriately, click on LOGIN.

e. You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f. You need to login again with the new credentials.

g. On successful login, the system will prompt you to select the EVENT i.e. eClerx Services Limited.

h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

i. Click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

j. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

k. 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 email savitajyotiassociates05@gmail.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."

l. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of https://evoting.kfintech.com/ (KFintech website) or contact Mr. Shaibal Roy Deputy Vice President (Unit: eClerx Services Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or at evoting@kfintech.com or call KFintech's toll free No. 1800 309 4001 for any further clarifications.

We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com. Members may follow the process detailed below for registration of email ID and updation of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: eClerx Services Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares/debentures/bonds etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

- ISR Forms can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx and through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#
- Detailed FAQs can be found on the link: https://ris.kfintech.com/faq.html

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

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment of Mr. Kapil Jain (DIN: 10170402) as an Additional Director (till the next general meeting or for a period of three months from the date of appointment, whichever is earlier) designated as Managing Director & Group CEO (not liable to retire by rotation) for a period of 5 consecutive years effective from May 25, 2023 till May 24, 2028, subject to approval of the members and Central Government.

Mr. Kapil Jain has an exceptional leadership track record across sales, delivery, transition and solution design, strong international exposure, deep strategic expertise, a unique ability to forge longstanding client relationships, and proven experience of driving transformation and managing technological disruption. He has over 30 years of work experience – including 17 years in India, 8 years in the United States of America (USA) and 6 years in the United Kingdom (UK). Mr. Kapil Jain has an MBA and MS from the Case Western Reserve University, USA, and has done his engineering from the Indian Institute of Technology, Roorkee, India.

The Nomination and Remuneration Committee and the Board is of the view that given his dynamic experience and confident leadership, appointment of Kapil Jain as Managing Director & Group CEO will be of immense benefit to the Company.

The Company has also received a notice in writing from a Member proposing the candidature of Mr. Kapil Jain to be appointed as Director of the Company. The Company has received necessary consent to act as Director and requisite declarations/disclosures from Mr. Kapil Jain and he is not disqualified from being appointed as a Director under provisions of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Other than the remuneration payable to Mr. Kapil Jain by eClerx Limited (in his capacity as its CEO), a wholly owned subsidiary of the Company in the UK, no remuneration shall be payable to him by the Company as the Managing Director and Group CEO of the Company. However, eClerx Limited and the Company may enter into necessary arrangements in accordance with applicable law for transfer pricing purposes in connection with the Group CEO related services rendered by Mr. Jain.

His appointment is subject to the terms and conditions as detailed in the resolution. Mr. Kapil Jain is not a resident of India, he does not satisfy all the conditions set out in Part-I of Schedule V to the Act and therefore, his appointment would require approval of the Central Government. Additional information in respect of Mr. Kapil Jain, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

Except Mr. Kapil Jain and/or his relative(s), none of the other Directors, KMPs and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the Members.

Item No. 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 25, 2023, approved appointment of Ms. Bala C Deshpande (DIN: 00020130) as an Additional Director (till the next general meeting or for a period of three months from the date of appointment, whichever is earlier) designated as Non-Executive Independent Director, not liable to retire by rotation, for a tenure of 5 (five) consecutive years commencing from May 25, 2023 to May 24, 2028, subject to approval of the shareholders.

Ms. Bala C Deshpande is the Founder Partner of MegaDelta Capital. Of her 32 years of experience, Ms. Bala has over two decades of investing experience. Her experience as a Board member is variegated in terms of size and stage from young, high involvement companies to large listed companies and she has also played an instrumental role in shaping many innovative businesses and entrepreneurial journeys She is passionate about Technology and its far-reaching implications on markets, businesses and consumers. She attended the Singularity University course to sharpen her knowledge in this space. She is a Management Graduate from Jamnalal Bajaj Institute and has a Master's degree in Economics.

The Company has received necessary consent to act as Director and requisite declarations/disclosures from Ms. Bala C Deshpande confirming that she meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations. Ms. Bala C Deshpande is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In terms of Section 160 of the Act, Nomination and Remuneration Committee has recommended the appointment of Ms. Bala C Deshpande as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Act. The Company has also received a notice in writing from a Member proposing the candidature of Ms. Bala C Deshpande to be appointed as Director of the Company. In the opinion of the Board, Ms. Bala C Deshpande is a person of integrity, fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. The Board believes that Ms. Bala C Deshpande possesses relevant expertise and experience for being appointed as an Independent Director of the Company and considers his association to be of immense benefit to the Company.

A copy of the appointment letter, setting out her terms and conditions of appointment is available on the website of the Company at www.eclerx.com and will be available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Friday, August 19, 2023. Members seeking to inspect such document can send an e-mail to investor@eclerx.com. Additional information in respect of Ms. Bala C Deshpande, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

Except Ms. Bala C Deshpande and/or her relative(s), none of the other Directors, KMPs and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 2 of the Notice for the approval of the Members.

ANNEXURE TO THE EXPLANATORY STATEMENT

Details of the Directors being appointed pursuant to Regulation 36(3)(a) of the Listing Regulations and Information pursuant to Clause 1.2.5 of the Secretarial Standard – II on General Meetings (SS-2):

Name of Director	**Mr. Kapil Jain**	**Ms. Bala C Deshpande**
Director Identification Number ("DIN")	10170402	00020130
Designation	Managing Director & Group CEO	Independent Director
Age	56 years	57 years
Profession	Business Executive	Business Executive
Date of first appointment on the Board	May 25, 2023	May 25, 2023
Shareholding in the Company as on the date of this Notice	Nil	Nil
Qualifications	MBA, MS & Bachelor's in Engineering	Master's degree in Economics
Brief resume (Experience and Expertise)	With an exceptional leadership track record across sales, delivery, transition, and solution design, Mr. Kapil Jain brings great expertise and experience to eClerx. He has the unique ability to build long-standing client relationships, drive transformation, and manage technological disruption. Mr. Kapil Jain has over 30 years of work experience; 17 years in India, 8 years in the United States of America, and 6 years in the United Kingdom. He holds an MBA and MS from Case Western Reserve University, USA, and an engineering degree from the Indian Institute of Technology, Roorkee.	Ms. Bala C Deshpande is the Founder Partner of MegaDelta Capital. Of her 32 years of experience, Ms. Bala has over two decades of investing experience. Her experience as a Board member is variegated in terms of size and stage from young, high involvement companies to large listed companies and she has also played an instrumental role in shaping many innovative businesses and entrepreneurial journeys She is passionate about Technology and its far-reaching implications on markets, businesses and consumers. She attended the Singularity University course to sharpen her knowledge in this space. She is a Management Graduate from Jamnalal Bajaj Institute and has a Master's degree in Economics.
Skills and capabilities required for the role/Nature of expertise in specific functional areas	As per the details provided under the explanatory statement for business item no. 1	The Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Ms. Bala C Deshpande and concluded that she possess the relevant skills and capabilities to discharge the role of Independent Director.
Terms and Conditions of appointment	As per the details provided under the resolution and explanatory statement for business item no. 1	As per the details provided under the resolution and explanatory statement for business item no. 2.

Relationship with other directors and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Directorships held in other Companies	Nil	• Info Edge (India) Ltd. • SIDBI Venture Capital Ltd. • Brainbees Solutions Private Limited • Financial Software & Systems Pvt. Ltd. • MediSys Edutech Private Ltd. • Panacea Medical Technologies Pvt. Ltd. • Edelweiss Real Assets Managers Limited • GOQii Inc.
Memberships/Chairmanships held in committees of the Board of other companies	Nil	• Member – Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee - Brainbees Solutions Pvt. Ltd. • Member – Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee – SIDBI Venture Capital Ltd.
Listed entities from which the person has resigned in the past three years	Nil	Future Supply Chain Solutions Ltd
The number of meetings of the Board attended during FY2024	1	Nil
Remuneration last drawn	Not applicable as fresh appointment	NA

For **eClerx Services Limited**

Sd/-
Pratik Bhanushali
Company Secretary
F8538
Mumbai,
July 17, 2023

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