**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 and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]**

| VOTING STARTS ON | VOTING ENDS ON |
|---|---|
| Wednesday, February 7, 2024 | Thursday, March 7, 2024 |

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, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 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 resolution appended seeking approval of the Members of eClerx Services Limited (the **"Company"**) is 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 resolution 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 at its meeting held on Thursday, February 1, 2024 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, February 2, 2024. 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 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 Thursday, March 7, 2024 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 Friday, March 8, 2024.

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. Amit Majmudar (DIN: 00565425) 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, Mr. Amit Majmudar (DIN: 00565425), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 1, 2024, 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 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 consecutive years till March 31, 2029, and that he 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**
VP-Legal & Company Secretary
F8538
Mumbai,
February 1, 2024

**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, February 2, 2024 (**''Cut-off date''**) and whose e-mail addresses are registered with the Company/Depositories. For Members who have not registered their addresses, 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, February 2, 2024, 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 at its meeting held on Thursday, February 1, 2024, 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 KFin Technologies Limited 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/<br><br>You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to the following address:<br>KFin Technologies Limited<br>(Unit: eClerx Services Limited)<br>Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana.<br>Ph: 040 – 67161500<br>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, February 2, 2024 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 convened in that regard.

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 Thursday, March 7, 2024 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 Friday, March 8, 2024 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 Wednesday, February 7, 2024 from 09:00 hours IST till Thursday, March 7, 2024 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 Thursday, March 7, 2024 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.<br>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.<br>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.<br>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.<br>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), who are authorized to vote, 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.

| 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**

The Nomination and Remuneration Committee (NRC) of the Company is responsible for overseeing the process of selecting members of the Board of Directors (Board). It ensures that the succession planning of the Board is carried out effectively. To achieve this, the committee has implemented a fair and transparent approach that considers merit as the primary criterion. The NRC aims to recommend highly qualified individuals who are best suited to serve on the Board. Based on the desired attributes identified for the selection of the Independent Director(s), NRC has identified Mr. Amit Majmudar as the suitable candidate to be inducted as an Independent Director on the Board

Based on the recommendation of NRC, the Board at its meeting held on February 1, 2024, approved appointment of Mr. Amit Majmudar (DIN: 00565425) as an Additional Director with effect from April 1, 2024 (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 April 1, 2024 to March 31, 2029, subject to approval of the shareholders.

Amit Majmudar is a retired partner at S.R.Batliboi & Associates LLP, an international member firm of EY Global. He is a Chartered Accountant with more than 3 decades of extensive experience in auditing and has worked with various listed and multinational companies including interacting with their Board of Directors and Audit Committees. He is knowledgeable in global accounting standards and auditing standards. His expertise includes internal control systems, corporate governance, risk assessment, and compliance with laws and regulations. Currently, he is a partner at Amplyft, a training company specializing in auditing, accounting, and corporate training. He is also a member of the Auditing and Assurance Committee of the Western India Regional Council of the ICAI.

The Company has received necessary consent to act as Director and requisite declarations/disclosures from Mr. Amit Majmudar confirming that he meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations. Mr. Amit Majmudar 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 Mr. Amit Majmudar 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 Mr. Amit Majmudar to be appointed as Director of the Company. In the opinion of the Board, Mr. Amit Majmudar 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 Mr. Amit Majmudar 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 his 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 Thursday, March 7, 2024. Members seeking to inspect such document can send an e-mail to investor@eclerx.com. Additional information in respect of Mr. Amit Majmudar, 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 Mr. Amit Majmudar 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 of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the Members.

## ANNEXURE TO THE EXPLANATORY STATEMENT

**Details of the Director 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. Amit Majmudar |
| **Director Identification Number ("DIN")** | 00565425 |
| **Designation** | Independent Director |
| **Age** | 64 |
| **Profession** | Service |
| **Date of first appointment on the Board** | This is the appointment for the first term of 5 years so this is not applicable. The appointment is effective from April 1, 2024 |
| **Shareholding in the Company as on the date of this Notice** | Nil |
| **Qualifications** | B COM (Bachelor of Commerce), Chartered Accountant (Fellow Member of Institute of Chartered Accountants of India |
| **Brief resume (Experience and Expertise)** | Amit Majmudar is a retired partner at S.R.Batliboi & Associates LLP, an international member firm of EY Global. He is a Chartered Accountant with more than 3 decades of extensive experience in auditing and has worked with various listed and multinational companies including interacting with their Board of Directors and Audit Committees. He is knowledgeable in global accounting standards and auditing standards. His expertise includes internal control systems, corporate governance, risk assessment, and compliance with laws and regulations. Currently, he is a partner at Amplyft, a training company specializing in auditing, accounting, and corporate training. He is also a member of the Auditing and Assurance Committee of the Western India Regional Council of the ICAI. |
| **Skills and capabilities required for the role/Nature of expertise in specific functional areas** | 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 Mr. Amit Majmudar and concluded that he possesses 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. |
| **Relationship with other directors and Key Managerial Personnel of the Company** | Not related to any Director/Key Managerial Personnel |
| **Directorships held in other Companies** | Nil |
| **Memberships/Chairmanships held in committees of the Board of other companies** | Nil |
| **Listed entities from which the person has resigned in the past three years** | Nil |
| **The number of meetings of the Board attended during FY2024** | Nil |
| **Remuneration last drawn** | NA |

For **eClerx Services Limited**

**Sd/-**
**Pratik Bhanushali**
VP-Legal & Company Secretary
F8538
Mumbai
February 1, 2024

**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