



eClerx/SECD/SE/2024/099

July 29, 2024

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: Extinguishment of 1,375,000 (One Million Three Hundred and Seventy Five Thousand) fully paid-up equity shares of the face value ₹ 10/- (Rupees Ten Only) each of eClerx Services Limited ("Company") consequent to completion of the buy back through the tender offer route

**Scrip Code: BSE - 532927
NSE – ECLERX**

In accordance with the provisions of Regulations 11 and 24(iv) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("**SEBI Buy-Back Regulations**"), we would like to inform that the Company has extinguished 1,375,000 (One Million Three Hundred and Seventy Five Thousand) Equity Shares consequent to completion of the buy back through the tender offer route.

The Capital structure of the Company pre and post buy back is set forth below:

Sr. No	Particulars	No. of Equity Shares of ₹ 10/- each	Amount (in ₹)
1	Authorised Share Capital	100,000,000	1,000,000,000
2	Issued Capital before Extinguishment of Equity Shares (A)	49,025,359	490,253,590
3	Equity Shares Extinguishment in Demat (B)	1,375,000	13,750,000
4	Equity Shares Extinguishment in Physical (C)	Nil	Nil
	Issued Capital after Extinguishment of Equity Shares (A-B-C)	47,650,359	476,503,590

The shareholding pattern of the Company, prior to the Buy Back (as of the Record Date, being Thursday, July 04, 2024) and post the completion of the Buy Back is as follows:

Particulars	Pre Buy Back [#]		Post Buy Back	
	No. of Equity Shares	% of total outstanding Equity Shares	No. of Equity Shares	% of total outstanding Equity Shares
Promoter and Promoter Group	26,282,161	53.61	25,640,282	53.81
Financial Institutions / Banks/AIFs and Mutual Funds	11,043,008	22.52	22,010,077	46.19
Foreign Investors (including Non Resident Indians / FPI / Foreign Nationals / Foreign Bodies Corporate etc.)	6,162,050	12.57		
Others (public, public body corporates, trust etc.)	5,538,140	11.30		
TOTAL	49,025,359	100.00	47,650,359	100.00

[#]As on the Record date

We enclose the following in connection with the above:

- Certificate pursuant to Regulation 11 (iii) of the SEBI Buy Back Regulations certifying compliance as specified under Regulation 11 (i) of the SEBI Buy Back Regulations.
- Debit Confirmation on extinguishment of 1,375,000 (One Million Three Hundred and Seventy Five Thousand) Equity shares in dematerialized from Central Depository Services (India) Limited.

This is for your information and records.

Thanking you,

Yours truly,

For **eClerx Services Limited**



Pratik Bhanushali

VP Legal & Company Secretary
F8538

Encl: As above

TO WHOMSOEVER IT MAY CONCERN

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY ECLERX SERVICES LIMITED

("COMPANY")

The certificate is being issued in compliance with the requirement of Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**SEBI Buy Back Regulations**")

Pursuant to the Public Announcement dated June 24, 2024 and the letter of offer dated July 06, 2024, the Company bought back 1,375,000 (One Million Three Hundred and Seventy Five Thousand) fully paid-up equity shares of the face value of Rs. 10/- (Rupees Ten only) each of the Company ("**Equity Shares**") from all eligible shareholders of the Company as on July 04, 2024 i.e. the Record Date, through the tender offer route for cash at a buy back price of Rs. 2800/- (Rupees Two Thousand Eight Hundred only) per Equity Share. The Buy Back opened on Tuesday, July 09, 2024, and closed on Monday, July 15, 2024.

A. The Equity Shares extinguished in dematerialized form are as under:

Name of the Depository	Name of the Depository Participant and DP ID No.	Company's Client ID No.	Date of Extinguishment	Number of Equity Shares extinguished
Central Depository Securities (India) Limited	Emkay Global Financial Services Limited DP ID: 12023000	01308925	July 25, 2024	1,375,000

B. The Equity Shares extinguished in physical form are as under:

Sr. No.	Registered Folio Number	Certificate Number	Distinctive Number of Equity Shares	Number of Equity Shares extinguished
Nil				

C. Total no. of Equity Shares extinguished/destroyed in dematerialized and physical form are as under:

Total Number of Equity Shares Extinguished (A+B)	1,375,000
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It is certified that above Equity Shares of the Company were extinguished in compliance with and according to the provisions of the Companies Act, 2013 and the Rules made there under,

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Regulation 11 of SEBI Buy Back Regulations and Securities Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Bye Laws framed there under and other applicable provisions.

For and on behalf of the Board of Directors of Eclerx Services Limited	
Kapil Jain Managing Director & Group CEO KAPIL JAIN Digitally signed by KAPIL JAIN Date: 2024.07.29 17:08:19 +05'30' DIN: 10170402 Date: July 29, 2024 Place: London	Amit Majmudar Non-Executive Independent Director AMIT PIYUSH MAJMUDAR Digitally signed by AMIT PIYUSH MAJMUDAR Date: 2024.07.29 17:17:10 +05'30' DIN: 00565425 Date: July 29, 2024 Place: Mumbai

For Mehta & Mehta, Company Secretaries Firm Registration Number: MU000019250 ALIFYA YUSUF SAPATWALA Digitally signed by ALIFYA YUSUF SAPATWALA Date: 2024.07.29 17:51:20 +05'30' Authorized Signatory Name: Alifya Sapatwala Designated Partner ICSI Membership Number: 24091 UDIN: A024091F000845824 Date: July 29, 2024 Place: Mumbai Peer Review Number: 3686/2023 (Refer Annexure 1 for the certificate by Secretarial Auditor)	For KFin Technologies Limited SINGAMSETTI VENKAT RAJU Digitally signed by SINGAMSETTI VENKAT RAJU Date: 2024.07.29 17:32:28 +05'30' Authorized Signatory Name: S. V Raju Designation: Deputy Vice President Date: July 29, 2024 Place: Hyderabad
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Enclosed:

Confirmation from Depositories for extinguishment of Equity Shares in dematerialized form.

COMPANY SECRETARIES

201-206 SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI - 400 018
TEL : +91-22-6611 9696. • E-mail: dipti@mehta-mehta.com • Visit us : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Annexure I

Secretarial Auditor's Report on Certificate of Extinguishment of Equity Shares Bought Back by eClerx Services Limited

The Board of Directors
Sonawala Building, 1st Floor,
29 Bank Street, Fort,
Mumbai, Maharashtra, 400023

Dear Sirs,

1. This report is issued in accordance with the terms of our service scope letter dated July 23, 2024 with eClerx Services Limited (hereinafter the **"Company"**).
2. At the request of the Company, we have examined the attached "Certificate of Extinguishment of Equity Shares bought back by eClerx Services Limited" (**"the Statement"**), prepared by the Company and signed by us for identification purposes. The Statement has been prepared and this report is issued, in connection with Regulation 11 of Securities Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (hereinafter referred to as **"SEBI Buy Back Regulations"**).

Management's Responsibility

3. Management is responsible for
 - I. the preparation of the Statement including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances;
 - II. complying with all the provisions of the Companies Act, 2013, the SEBI Buy Back Regulations and other applicable regulations/circulars issued by Securities and Exchange Board of India (**"SEBI"**) from time to time.

Secretarial Auditor's Responsibility

4. Pursuant to the requirements of the Company, our responsibility is to perform the procedures on the Statement and provide limited assurance. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance and consequently, the level of assurance

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obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

5. We have performed the following procedures on the Statement:

- I. We have obtained the transaction statement of the Company's depository account number 1202300001308925, opened and maintained by the Company with Emkay Global Financial Services Limited, inter-alia, giving the details of equity shares bought back through the tender offer route using the stock exchange mechanism and the corresponding extinguishment done by Central Depository Services (India) Limited.
 - II. We noted that the number of equity shares bought back and number of equity shares extinguished are equal.
 - III. We have received from the Company, a letter no. CDSL/OPS/IPO-CA/2024-25/CA-311535.009 dated July 26, 2024 issued by Central Depository Services (India) Limited for extinguishment of equity shares of the Company bought back under the buy back offer. We relied on the letter as made available by the Company and have performed no independent procedures in this regard.
 - IV. Verified that the number of equity shares extinguished by Central Depository Services (India) Limited tallies with the equity shares debited in the aforesaid depository account number, opened and maintained by the Company with Emkay Global Financial Services Limited.
 - V. Performed necessary inquiries with the management and obtained necessary representations from the management.
6. We have relied on the management's representations that the Company had used only one depository account i.e. 1202300001308925 for the buy back of equity shares.
7. We conducted our examination of the Statement in accordance with the Guidance Note issued by the Institute of Company Secretaries of India ("ICSI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICSI.

Opinion

8. Based on the procedures performed by us and to the best of our knowledge and according to the information, explanations and representations given to us, nothing has come to our attention that causes us to believe that the equity shares bought back under the buy back offer, aggregating to 1,375,000 (One Million Three Hundred and Seventy Five Thousand) have not been extinguished.

Restriction on use

9. This Certificate has been issued at the request of the Company, solely in connection with the purpose mentioned above in Paragraph 2, and is not to be used or referred to for any other purpose or

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distributed to anyone without our prior written consent. Accordingly, **Mehta & Mehta, Practicing Company Secretaries** does not accept or assume any liability or any duty of care or for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without prior consent in writing.

For Mehta & Mehta, Company Secretaries
Firm Registration Number: MU000019250

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Authorized Signatory
Name: Alifya Sapatwala
Designated Partner



ICSI Membership Number: 24091
UDIN: A024091F000845241

Date: July 29, 2024
Place: Mumbai

Peer Review Number: 3686/2023



Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2024-25/CA-311535.009

July 26 , 2024

The Company Secretary,
Eclerx Services Limited
4th Flr
Express Tower
Nariman Point Mumbai, Maharashtra,
India - 400021

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effectuated	No. of Records	No. of Securities
311535.009	Debit ISIN INE738I01010	Eclerx Services Limited - Equity Shares	25-Jul-2024	1	1375000

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Vinifer T Kodia
Asst. Vice President-Operations

c.c Kfin Technologies Limited

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Date: 2024.07.26 12:35:21 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.
Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443
Website : www.cdslindia.com