

26TH ANNUAL GENERAL MEETING NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of eClerx Services Limited ("the Company") will be held on Tuesday, September 8, 2026 at 12:00 noon, Indian Standard Time ("IST") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt:
 - a. The Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon;
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Auditors thereon.
2. To declare dividend for the year ended March 31, 2026 amounting to Re. 1/- per share.
3. To appoint a Director in place of Mr. Anjan Malik (DIN: 01698542), who retires by rotation and being eligible, offers himself for re-appointment.

Date: August 5, 2026

Place: Mumbai

**By Order of the Board
For eClerx Services Limited**

Registered Office:

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

**sd/-
Pratik Bhanushali**
Company Secretary and Compliance Officer
F8538

NOTES:

1. Pursuant to General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA") and the Circulars issued from time to time by SEBI (hereinafter collectively referred to as "the Circulars" and in compliance with the provisions of Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 26th Annual General Meeting ("AGM") of the Company is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") facility, which does not require physical presence of Members at a common venue. Since the meeting is held through VC, the attendance slip is not annexed hereto. The deemed venue for the AGM shall be 4th Floor, Express Towers, Nariman Point, Mumbai – 400 021.
2. Members attending the meeting through VC/OAVM facility will be counted as quorum under Section 103 of the Act. There is no requirement for appointment of proxies since the requirement of physical presence has been dispensed with. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and the Proxy Form is not annexed hereto. However, pursuant to Section 113 of the Act, corporate members are entitled to appoint their authorised representatives to attend and vote on their behalf at the meeting and are required to send through their registered email address, a certified scanned copy of the Board resolution of such authorisation to investor@eclerx.com.
3. The Company has engaged the services of M/s. KFin Technologies Limited ("Kfintech"), Registrar and Share Transfer Agent ("RTA"), to provide VC facility and e-voting facility for the AGM.
4. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed hereto.
5. The Annual Report, Notice of the AGM and other documents sent through e-mail are also available on the Company's website www.eclerx.com.
6. **DISPATCH OF ANNUAL REPORT**
In terms of the MCA Circulars and Regulation 36 of SEBI Listing Regulations, Notice convening the 26th AGM along with the Annual Report 2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same, as per the Circular. Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for FY2026, will

be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories/Depository Participants/Kfintech.

The Notice of AGM along with the Annual Report 2026 will also be available on the website of the Company at www.eclerx.com, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Kfintech at <https://evoting.Kfintech.com>.

The Company will be publishing an advertisement in Newspapers (one English newspaper and one Marathi newspaper) containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM on the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.

7. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

- (i) Members will be provided with a facility to attend the AGM electronically through VC platform made available by Kfintech. For accessing the same, Members may visit the e-voting website of Kfintech i.e. <https://emeetings.Kfintech.com/> under shareholders/members login by using secure login credentials. The link for attending the AGM electronically will be available under shareholder/members login where AGM event of 'eClerx Services Limited' can be selected.
- (ii) For better experience, Members are requested to join the meeting using Google Chrome (preferred browser) or other browsers such as Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
- (iii) Members are requested to grant access to the web-cam to enable two-way video conferencing and are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio/video loss due to fluctuation in their respective networks.
- (iv) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered email addresses mentioning name, DP/Client ID or Folio No., PAN and Mobile number at investor@eclerx.com from Tuesday, September 1, 2026 (9:00 a.m. IST) up to Friday, September 4, 2026 (5:00 p.m. IST). Alternatively, Members may register themselves as a speaker, during the AGM, by clicking 'Speaker Registration' tab available on the e-voting website of Kfintech <https://emeetings.Kfintech.com/> and shall be

provided a 'queue number' in advance. The Company reserves the right to restrict the number of speakers to those, who have done the prior-registration, depending on the availability of time at the AGM over email.

- (v) Members who may wish to post queries for the AGM, may visit <https://emeetings.Kfintech.com/> and click on the Tab "Post Your Queries Here" in the window provided, from Tuesday, September 1, 2026 (9:00 a.m. IST) up to Friday, September 4, 2026 (5:00 p.m. IST) by mentioning their name and demat account number. Members may note that depending upon the availability of time, questions may be answered during the AGM or responses will be shared separately after the AGM.
 - (vi) Facility for attending the AGM through electronic means (VC/OAVM) shall be made available 15 minutes before the scheduled time for the AGM and will be available for at least 1,000 Members, at a time, on first come first serve basis ("FIFO") and shall be kept open throughout the proceedings of AGM.
 - (vii) There will be no restrictions on account of FIFO entry into AGM for Members holding 2% or more shareholding as on the cut-off date for e-voting and also for the Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors of the Company, etc.
 - (viii) For any assistance required for attending AGM through VC/OAVM, Members may contact Mr. Anil Dalvi, Senior Manager of Kfintech at ris@Kfintech.com or call at 1800 309 4001 (Toll Free).
8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM. Please note that pursuant to SEBI Circular HO/24/13/11(1)2026-IMD-POD-1/I/7602/2026 dated March 20, 2026, Mutual Funds are required to cast their votes compulsorily.
 9. In case of joint holders, a Member whose name appears as the first holder in the order of their names as per the Register of Members/List of Beneficial Owners will be entitled to cast vote at the AGM.
 10. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or Kfintech in the following cases viz. deletion of name, transmission of shares and transposition of shares.
 11. The record date for the payment of dividend is Friday, August 21, 2026.
 12. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company

Secretaries of India, brief profile of the Director who is proposed to be re-appointed is annexed hereto.

13. The applicable statutory registers and the certificate from the Secretarial Auditor of the Company certifying that the Company's Employee Stock Option Scheme(s)/Plan(s) are being implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other applicable Regulations, if any, and in accordance with the resolutions passed by the Company in the earlier General Meeting(s), will be available electronically for inspection by the Members during the AGM. Members are requested to send an email to investor@eclerx.com in advance, if they wish to inspect such documents during the AGM.

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

14. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

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

A person whose name is recorded in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. Tuesday, September 1, 2026 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Instapoll. The remote e-voting period will commence on Friday, September 4, 2026 (9:00 a.m. IST) and will end on Monday, September 7, 2026 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed

to change it subsequently or cast their vote again. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 1, 2026.

The Company has appointed Mrs. Ashwini Inamdar, (Membership No. FCS 9409) and failing her Mrs. Alifya Sapatwala (Membership No. ACS 24091) Partners of M/s. Mehta & Mehta, Practicing Company Secretaries (Firm Registration Number: P1996MH007500), to act as the Scrutinizer, to *inter-alia*, scrutinize the remote e-voting and Instapoll process in a fair and transparent manner.

A Member can opt for only single mode of voting i.e. through Remote e-voting or Instapoll. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and voting done through Instapoll shall be treated as invalid.

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

I. Individual Shareholders holding securities in Demat Form

• Login through Depositories

- a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, 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.
- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and email Id with their Depository Participants to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	Existing user who have opted for Electronic Access to Securities Information (“Easi/Easiest”) facility: - Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. - Click on New System Myeasi. - Login to Myeasi option under quick login. - Login with the registered user Id and password. - Members will be able to view the e-voting Menu. - The Menu will have links of Kfintech e-voting portal and will be redirected to the e-voting page of Kfintech to cast their vote without any further authentication. User not registered for Easi/Easiest: - Visit https://web.cdslindia.com/myeasitoken/home/login or https://web.cdslindia.com/myeasitoken/Home/EasiRegistration for registering. - Proceed to complete registration using the DP ID, Client ID (BO ID), etc. - After successful registration, please follow the steps given in point no. 1 above to cast your vote. Alternatively, by directly accessing the e-voting website of CDSL: - Visit www.cdslindia.com. - Provide demat account number and PAN. - System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. - After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘eClerx Services Limited’ or select Kfintech. - Members will be re-directed to the e-voting page of Kfintech to cast their vote.
Individual Shareholders holding securities in demat mode with NSDL Depository	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the 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. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: - Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. - On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. - After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. - Click on company name i.e. ‘eClerx Services Limited’ or ESP name i.e. Kfintech. - Members will be re-directed to Kfintech’s website for casting their vote during the remote e-voting period. Those not registered under IDeAS: - Visit https://eservices.nsdl.com for registering. - Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. - Visit the e-voting website of NSDL https://www.evoting.nsdl.com. - 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. - Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name i.e 'eClerx Services Limited' or ESP name i.e Kfintech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period or joining virtual meeting & voting during the meeting. viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL/ CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against 'eClerx Services Limited' or 'Kfintech'. v. Members will be redirected to e-voting website of Kfintech for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot 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 022-62343625, 022-62343626, 022-62343259.
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.

Members who have not registered their email IDs are requested to do so at the earliest. Further, Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc. as below;

Members holding shares in:

- **Electronic mode** can register/update their email Id by contacting their respective Depository Participant(s) ("DP").
- **Physical mode** can register/update their email Id with the Company or Kfintech. Requests can be emailed to investor@eclerx.com or einward.ris@Kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>).

All updation has to be done through ISR Forms as prescribed by SEBI details of which are mentioned below.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to Kfintech 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
	Transmission of Securities by Nominee or Legal Heir	Form ISR-5
Demat	Please contact your respective DPs 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#>. The same are available on Company's website on the link: <https://eclerx.com/investors/information-for-physical-shareholders/>.

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>.

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

Members whose e-mail IDs are registered with the Company/DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:

- Launch internet browser and type the URL: <https://emeetings.Kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. 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 votes.
- After entering the details appropriately, click on LOGIN.
- 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.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. eClerx Services Limited.
- 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. In case you do not desire to cast your vote, it will be treated as abstained.
- 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.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- j. 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 info@mehta-mehta.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 "Company Name_Event No."
- k. In case of any query and/or grievance, in respect of voting by electronic means or voting through Instapoll, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of <https://evoting.Kfintech.com/> (Kfintech website) or contact Mr. Anil Dalvi, Senior Manager (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.

III. Information and instructions for Instapoll (Voting during the AGM)

The e-voting window shall be activated upon instructions of the Chairman during the AGM proceedings. Members shall then click on the "Vote" icon on the webpage and follow the instructions to vote on the resolutions. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The results shall be declared at or after the meeting. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.eclerx.com. The Company will simultaneously submit the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

15. Members are requested to:

- a. send their queries, if any, on the operations/financials of the Company through e-mail at investor@eclerx.com on or before Friday, September 4, 2026 (5:00 p.m. IST), so that the information could be compiled in advance.
- b. immediately intimate changes, if any, pertaining to their name, postal address, e-mail address,

telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details, etc., to their DPs in case the shares are held in electronic form and to Kfintech, Unit: eClerx Services Limited, KFin Technologies Ltd., Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, in case of shares held in physical form, in prescribed Form ISR-1 and other forms as made available on Company's website at <https://eclerx.com/investors/information-for-physical-shareholders/>.

- c. not leave their demat account(s) dormant for long and obtain periodic statement of holdings from your respective DP(s) and also verify your holdings to prevent fraudulent transactions.

16. Dividend and Related Information

- a. Dividend, as recommended by the Board of Directors, if approved at the AGM, shall be paid on or after Tuesday, September 8, 2026 but within the statutory time limit of 30 days, to those Members whose names are registered in the Register of Members of the Company as on the record date i.e., Friday, August 21, 2026 in case of shares held in physical form. In case of shares held in dematerialized form, the dividend thereon shall be paid to the Beneficial Owners as at the end of the business on Friday, August 21, 2026, as per lists to be provided by the Depositories for the said purpose.
- b. Members who wish to claim their dividend declared in past and which remains unclaimed, are requested to contact Kfintech, Unit: eClerx Services Limited, KFin Technologies Ltd ("Kfintech"). Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or write to the Company at its Registered office.

Members are requested to note that pursuant to Section 124 of the Act read with the Rules framed thereunder, dividends if not encashed or claimed for a period of 7 (seven) years from the date of transfer to the Unpaid Dividend Account of the Company, will be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

- c. Members are requested to register/update their Bank Account details with their respective DP(s), if shares are held in dematerialised form

or with Kfintech, as mentioned in point no. 14, if shares are held in physical mode. Final dividend, if approved by the Members at this AGM, will be directly credited to the bank accounts of the shareholders as per the details available with the Company within the prescribed timelines. As per the Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026 issued by SEBI, payment of dividend to members holding shares in physical mode shall only be made electronically. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company/KFinTech.

- d. **Mandatory Electronic Payment of Dividend:** With effect from November 18, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. Payment shall be made subject to:
 - Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/RTA (for shareholders holding shares in physical form);
 - Updating of bank details with DPs (for shareholders holding shares in dematerialized form) [SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSD POD/I/4298/2026 dated February 6, 2026 read with SEBI Listing Regulations].
- e. Pursuant to Income Tax Act, 2025 dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source ('TDS') from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 2025 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- f. Members are requested to refer to the communication available on Company's website at www.eclerx.com for the information with respect to the deduction of tax at source on dividend and for availing tax exemptions, as mentioned therein. The said communication is also available on the website of stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
- g. A resident shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by email or by visiting <https://ris.kfintech.com/clientservices/investors/taxforms.aspx> on or before Thursday, August 20, 2026 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post Thursday, August 20, 2026 shall not be considered.
- h. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents as prescribed under Income tax Act 2025 i.e. No Permanent Establishment Declaration and Beneficial Ownership Declaration, Tax Residency Certificate in Form 43, Form 41, any other document which may be required to avail the tax treaty benefits by uploading the duly signed scanned documents by visiting <https://ris.kfintech.com/clientservices/investors/taxforms.aspx> on or before Thursday, August 20, 2026.
- i. Members will be able to download the TDS certificate from the Income Tax Department's website <https://www.incometax.gov.in/iec/foportal/> (Refer Form 26AS).
- j. Application of the TDS rate is subject to verification by the Company of the shareholder details as available in Register of Members as on the cut-off dates, and other documents available with the Company/Kfintech. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- k. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of any information provided by the Member, such Member will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.
- l. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details (any of the details viz., PAN; Contact Details; Mobile Number and Bank Account Details and signature, if any, except nomination), shall be eligible to get dividend only through the Electronic Clearing System (ECS) directly into their bank accounts. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the

Company's RTA, Kfintech, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032 or members may send the documents by email to Kfintech at einward.ris@Kfintech.com. The forms for updating the same are available at <https://eclerx.com/investor-relations/information-for-physical-shareholders/>. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf.

17. SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (updated as per Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024) has mandated the listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/exchange of share certificate, endorsement, sub-division/splitting of share certificate, consolidation of share certificate/folios, transmission and transposition. Accordingly,

members/claimants are requested to submit such requests through prescribed forms, made available on Company's website at <https://eclerx.com/investors/information-for-physicalshareholders/>, along with the documents/details specified therein.

18. Pursuant to the provisions of Section 72 of the Act read with Rules framed thereunder, Members are entitled to make nomination in respect of shares held by them in physical form. Accordingly, Members are requested to do so through prescribed Form SH-13 or Form ISR-3, made available on Company's website at <https://eclerx.com/investors/information-for-physical-shareholders/>, along with the documents/details specified therein.
19. SEBI has amended Regulation 40 of the SEBI Listing Regulations and has mandated that transfer of securities should be done in dematerialized form only. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form.

ANNEXURE TO THE NOTICE

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

Name	Anjan Malik
DIN	01698542
Designation	Non- Executive Director
Age	56 years
Profession	Business Executive
Date of first appointment on the Board	May 10, 2000
Shareholding in the Company as on the date of this Notice	2,55,79,106 shares (27.20%)
Qualifications	Bachelor's Degree in Physics, with honours from the Imperial College of Science and Technology, London (UK) and a Masters of Business Administration degree in Finance from the Wharton School of Pennsylvania (USA).
Brief resume (Experience and Expertise)	Mr. Anjan Malik, is a co-founder and Non-Executive Director of eClerx Services Limited and the Executive Director of its on-shore subsidiaries. He has over 35 years of experience across consulting, investment banking and knowledge process outsourcing. He has worked with Accenture in Europe and Lehman Brothers in the US before starting eClerx with Mr. PD Mundhra, in 2000.
Skills and capabilities required for the role	N.A.
Terms and conditions of re-appointment	Mr. Malik is liable to retire by rotation at the ensuing AGM and being eligible, seeks re-appointment.
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 along with listed entities from which the person has resigned in the past three years.	N.A.
The number of meetings of the Board attended during FY2026	5 out of 5
Remuneration last drawn	No remuneration had been paid, by the Company, during FY2026. However, he was paid Rs. 18.47 Million from CLX Thai Company Limited, subsidiary of the Company during FY2026.