

eClerx/SECD/SE/2026/017

February 3, 2026

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

**Reg.: Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013**

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

This is to inform you that the Company is in the process of seeking approval of its Members by way of Postal Ballot for the following matters;

1. Re-appointment of Mr. Srinjay Sengupta (DIN: 02692531) as Non-Executive Independent Director of the Company for the second term of 5 years
2. Amendment of the Employee Stock Scheme/Plan 2022
3. Issue of Bonus Shares

The Postal Ballot Notice being circulated to the Members is attached for your information and records.

Kindly take a note of the same.

Thanking you,

Yours truly,  
For **eClerx Services Limited**



**Pratik Bhanushali**  
**VP-Legal & Company Secretary**  
**F8538**

Encl: as above



**eClerx Services Limited**

CIN: L72200MH2000PLC125319

Regd. Office: Sonawala Building, 1<sup>st</sup> 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](mailto:investor@eclerx.com), Website: [www.eclerx.com](http://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]**

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Wednesday, February 4, 2026	Thursday, March 5, 2026

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 Listing 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 and 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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 at its meeting held on Wednesday, January 28, 2026 has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practicing 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, January 30, 2026. 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 of KFin Technologies Limited ("KFintech"). 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 Thursday, March 5, 2026 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders, who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

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 Friday, March 6, 2026.

The said results along with the report of the Scrutinizer shall be displayed on the Company's website [www.eclrx.com](http://www.eclrx.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 re-appoint Mr. Srinjay Sengupta (DIN: 02692531) as 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 and other applicable provisions, if any, read with applicable Rules and Schedule IV of Companies Act, 2013, Regulation 17(1A) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based upon the recommendation of the Nomination and Remuneration Committee and approval of the Board, Mr. Srinjay Sengupta (DIN: 02692531), who was appointed as Non-Executive Independent Director and who holds office as such upto January 27, 2026, be and is hereby re-appointed as Non-Executive Independent Director for the second term of 5 (five) consecutive years starting from January 28, 2026 till January 27, 2031, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

## 2. Amendment of the Employee Stock Scheme/Plan 2022

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 Section 62 and other the applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other necessary approvals, sanctions, consents, permissions as may be required from any appropriate statutory or regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals/sanctions/permissions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘**the Board**’, which term shall be deemed to include any Committee(s) of the Board, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred on the Board by this resolution), the consent of the Members be and is hereby accorded for amending the Employee Stock Scheme/Plan 2022 (hereinafter referred to as ‘the Scheme 2022’) which was originally approved by the Members via Postal Ballot Notice dated March 15, 2022, as per the details set out in the Explanatory Statement.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including giving effect to the aforesaid amendment in the Scheme 2022 and to settle all queries or doubts that may arise in relation to the implementation and formulation of the Scheme 2022 to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**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.”

## 3. Issue of Bonus Shares

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions, if any of the Companies Act, 2013 (“the **Act**”) read with Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Foreign Exchange Management Act, 1999 (“**FEMA**”) [including any statutory modification(s) or re-enactment(s) of the Act, Rules, SEBI ICDR Regulations, SEBI Listing Regulations and FEMA for the time being in force] and other applicable regulations, rules and guidelines issued, from time to time, by Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from the concerned and appropriate authorities and subject to such terms and modifications as may be specified while

according such approvals, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any duly constituted Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for the capitalization of Rs. 47,02,53,590 from the balance of Retained Earnings (Free Reserve) as per the audited financial statements of the Company for financial year ended March 31, 2025 as may be considered necessary by the Board for the purpose of issue and allotment for the purpose of issue of bonus equity shares of Rs. 10/- (Rupees Ten Only) each, to be credited as fully paid-up equity shares to the holders of the existing equity shares of the Company whose names appear in the Register of Members maintained by the Company/ Beneficial Owners position as maintained by the Depositories as on the 'Record Date' as may be fixed in this regard by the Board, in proportion of 1:1 i.e. 1 (One) new fully paid up equity share of Rs. 10/- (Rupees Ten Only) each for every existing 1 (One) equity share of Rs. 10/- (Rupees Ten Only) each held by the members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by such members.

**RESOLVED FURTHER THAT** the bonus equity shares as and when issued and allotted, shall always be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects with the fully paid-up equity shares of the Company and carry the same rights as the existing fully paid-up Equity Shares of the Company and not as an income or distribution in lieu of Dividend.

**RESOLVED FURTHER THAT** in accordance with the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and those members holding shares in physical form and their valid demat account details with the required documents are not available or have not been received by the Company the bonus equity shares be credited to the Demat Suspense Account of the Company.

**RESOLVED FURTHER THAT** the Bonus Shares lying in the said Demat Suspense Account shall be credited to the respective members' demat accounts as and when the shareholders provide valid and complete Demat Account details and comply with the applicable requirements.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent that they relate to non-resident Indians ("NRIs"), foreign institutional investors ("FIIs")/ Foreign Portfolio Investors ("FPIs"), persons of Indian origin (PIO) / overseas corporate bodies (OCBs) and other foreign investors of the Company, will be subject to the approval(s), if any, of the RBI and any other regulatory authority(ies), as may be required.

**RESOLVED FURTHER THAT** the bonus stock options to be so granted shall be governed by the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any amendments thereto from time to time and with respect to the Employee Stock Options granted and remaining outstanding (whether vested or unvested or unexercised) under the existing Employee Stock Option Scheme(s) of the Company as on the record date to be determined for this purpose, the Board, on the recommendations of the Nomination and Remuneration Committee, be and is hereby authorised to make a fair and reasonable adjustment to the number of outstanding Options and/or to the Exercise Price, and decide on the grant of such number of additional stock options as bonus stock options to the employees holding such outstanding stock options, in the same proportion as the Bonus Equity Shares are proposed to be issued and allotted to the Members and seek necessary approvals from the Stock Exchanges and to settle any question, difficulty or doubt that may arise in regard thereto.

**RESOLVED FURTHER THAT** the Board of Directors including Stakeholders Relationship Committee or any other Committee(s) thereof be and is hereby authorised to do all such acts, deeds and things and execute all such deeds, documents, instruments and writing as may be required and as it may in its sole discretion deemed necessary to give effect to the resolution(s) so passed by the Board of Directors and Members, including but not limited to fixing of record date in consultation with the Stock Exchanges, filing of any documents with the Securities Exchange Board of India, Depositories, Ministry of Corporate Affairs, and/or concerned authorities, applying and seeking necessary approvals from the Stock Exchanges, passing of all resolution (including via circulation) for allotment of bonus shares, record date and all other related formalities and to settle any question, difficulty, or doubt that may arise in regard thereto.

**RESOLVED FURTHER THAT** Mr. Kapil Jain, Managing Director & Group CEO, Mr. PD Mundhra, Executive Director, Mr. Srinivasan Nadadhur, Chief Financial Officer and Mr. Pratik Bhanushali, VP – Legal & Company Secretary be and are hereby authorized, to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel of the Company including to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the issue of bonus equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including signing, execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without being required to seek any further consent or approval of the Members of the Company.”

By order of the Board of Directors,  
For **eClerx Services Limited**

**Sd/-**

**Pratik Bhanushali**

VP-Legal & Company Secretary

F8538

Mumbai,

January 28, 2026

**Registered Office:**

Sonawala Building, 1<sup>st</sup> Floor, 29 Bank Street, Fort, Mumbai - 400 023

CIN: L72200MH2000PLC125319, Website: [www.eClerx.com](http://www.eClerx.com) , E-mail: [investor@eclerx.com](mailto:investor@eclerx.com)

Tel: +91 (22) 6614 8301, Fax: +91 (22) 6614 8655

**NOTES:**

1. The Explanatory Statement pursuant to Sections 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out 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, January 30, 2026 (“**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, January 30, 2026, 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 Wednesday, January 28, 2026, 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](http://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](mailto:evoting@kfintech.com) as per the following procedure:

<b>Physical Holding</b>	<p>Kindly submit <u>Form ISR-1</u> to update PAN, Postal Address with PIN, Email Address &amp; Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company at <a href="https://eclerx.com/investor-relations/forms-for-physical-shareholders/">https://eclerx.com/investor-relations/forms-for-physical-shareholders/</a></p> <p>You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to the following address:</p> <p>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: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a></p>
<b>Demat Holding</b>	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, January 30, 2026 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 5, 2026 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 6, 2026 and will also be displayed on the website of the Company ([www.eclerx.com](http://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 4, 2026 from 09:00 hours IST till Thursday, March 5, 2026 up to 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 March 5, 2026 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](mailto: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 <b>CDSL Depository</b>	<p><b>1. Existing user who have opted for Electronic Access to Securities Information (“Easi/ Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Click on New System Myeasi.</li> <li>Login to Myeasi option under quick login.</li> <li>Login with the registered user ID and password.</li> <li>Members will be able to view the e-voting Menu.</li> <li>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.</li> </ol> <p><b>2. User not registered for Easi/ Easiest</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Provide demat account number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>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. ‘<b>eClerx Services Limited</b>’ or select Kfintech. Members will be re-directed to the e-voting page of Kfintech to cast their vote.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</p>

Type of shareholders	Login Method
	<p>2) <b>Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ul style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>ii. 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.</li> <li>iii. 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.</li> <li>iv. Click on company name i.e. ‘<b>eClerx Services Limited</b>’ or ESP i.e. Kfintech.</li> <li>v. Members will be re-directed to Kfintech’s website for casting their vote during the remote e-voting period.</li> </ul> <p>3) <b>Those not registered under IDeAS:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>iv. 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.</li> <li>v. 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.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on company name i.e. ‘<b>eClerx Services Limited</b>’ 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.</li> <li>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <p><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<ol style="list-style-type: none"> <li>1) Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>2) Once logged-in, Members will be able to view e-voting option.</li> <li>3) 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.</li> <li>4) Click on options available against '<b>eClerx Services Limited</b>' or 'Kfintech'.</li> <li>5) Members will be redirected to e-voting website of Kfintech for casting their vote during the remote e-voting period without any further authentication</li> </ol>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-62343625, 022-62343626, 022-62343259.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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](mailto: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 <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> 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 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>

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

- Initial Password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- 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.
- 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.

- 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](mailto:savitajyotiassociates05@gmail.com) with a copy marked to [evoting@KFintech.com](mailto:evoting@KFintech.com) and [investor@eclerx.com](mailto: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. Sashidhar S Mannava – 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](mailto: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.

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

### Item No. 1

Mr. Srinjay Sengupta (DIN: 02692531) was first appointed as Non-Executive Independent Director on the Board on January 28, 2021 pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office as such upto January 27, 2026.

The Nomination and Remuneration Committee, on the basis of his skills, experience, qualifications and the performance evaluation, has recommended his re-appointment for a second term of 5 (five) consecutive years on the Board of the Company. The Board of Directors, as per the recommendation of the Nomination and Remuneration Committee, proposes to re-appoint Mr. Sengupta as Non-Executive Independent Director for the second term of 5 (five) consecutive years with effect from January 28, 2026 to January 27, 2031. The Nomination and Remuneration Committee and the Board are always focused on ensuring that people with the appropriate credentials are represented on the Board.

The Company has received necessary declarations/disclosures from Mr. Sengupta confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations). Mr. Sengupta is not disqualified from being re-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 and has given his consent to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Sengupta fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. The Board believes that Mr. Sengupta possesses relevant expertise and experience for being re-appointed as an Independent Director of the Company and considers his association to be of immense benefit to the Company

As mandated by the Ministry of Corporate Affairs (MCA), Mr. Sengupta has completed his registration on the databank of Independent Directors created by MCA and Indian Institute of Corporate Affairs. Further, he has also completed the Online Proficiency Test as mandated by MCA.

A copy of the appointment letter, setting out his terms and conditions of re-appointment is available on the website of the Company at [www.eclerx.com](http://www.eclerx.com) and will be available for inspection without any fee by the Members from the date of circulation of this Notice up to the last date of voting on the resolution. Members seeking to inspect such document can send an e-mail to [investor@eclerx.com](mailto:investor@eclerx.com).

Additional information in respect of Mr. Sengupta, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure to this Notice.

#### ▪ **Brief profile, Qualification and Experience of Mr. Srinjay Sengupta:**

Mr. Sengupta is a seasoned professional in the technology and outsourcing industry. He held senior roles at Infosys, where he setup the UK and European operations of the company, and at iGate, where he was head of global sales and marketing. He also worked at McKinsey & Company and is now an independent adviser to global corporations in the areas of technology, operations and outsourcing. Srinjay is also an investor in tech intensive scale ups. He is an alumnus of the Indian Institute of Management, Ahmedabad (IIM-A) and holds a bachelor's degree from the Indian Institute of Technology (IIT), Kharagpur.

#### ▪ **Association, Participation and involvement with eClerx:**

One of the key criteria considered while nominating or re-appointing a Director is the level of participation and attendance at the meetings of the Company. While attendance is accorded due importance, the Nomination and Remuneration Committee also evaluates the quality of contribution made by Directors beyond the Boardroom. In

addition to his active participation in the meetings of the Board and its Committees, Mr. Sengupta has provided valuable guidance and strategic counsel to the Company.

Mr. Sengupta currently serves on only one public board, namely eClerx Services Limited, which enables him to devote sufficient time and attention to the affairs of the Company, particularly as it progresses into its next phase of growth. He has been an active and effective member of the Board as well as the Stakeholders Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee, and the Corporate Social Responsibility and Environment, Social & Governance Committee, as evidenced by his attendance at meetings of the Board, its Committees, and the Annual General Meetings.

He brings independent judgment, objectivity, and relevant expertise to the deliberations of the Board, and his continued association is considered beneficial and in the best interests of the Company.

Mr. Sengupta's attendance details since his association with eClerx are given below:

Particulars	Total Meetings Held	Meetings Attended	Attendance (%)
Board Meetings*	24	24	100%
Stakeholders Relationship Committee#	6	6	100%
Nomination and Remuneration Committee^	23	22	95.65%
Risk Management Committee^	13	12	92.30%
Corporate Social Responsibility and Environment, Social & Governance Committee%	3	3	100%
Annual General Meetings	3	3	100%

\*Appointed wef January 28, 2021    #Appointed w.e.f. April 1, 2024    %Appointed to the Committee w.e.f. January 29, 2025  
^Appointed as Members of the Committee w.e.f March 18, 2021

He is also committed to maintain his strong and exceptional attendance record for future Board and Committee meetings as well. He is currently holding directorship in Two (2) private companies, Two (2) overseas companies and is a Designated Partner in One (1) LLP. He does not hold any Executive/Independent Directorship in any companies other than eClerx, which helps him devote considerable amount of time to eClerx.

#### ▪ **Performance Evaluation:**

The Board of Directors appoints an external expert for conducting the annual Board and individual Director's evaluation which ensures that the process is unbiased. The Performance Evaluation reports are placed before the Nomination and Remuneration Committee and the Board for review and necessary action. Based on a good track record and positive outcome of performance evaluation of Mr. Sengupta, the Nomination and Remuneration Committee and the Board strongly recommends that the shareholders vote 'FOR' the re-appointment of Mr. Sengupta as Non-Executive Independent Director.

Save and except Mr. Sengupta and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No. 1.

Taking into consideration the above mentioned factors justifying Mr. Sengupta's valuable association with the Company, the Members are requested to grant their approval for re-appointment of Mr. Srinjay Sengupta (DIN: 02692531) as Non-Executive Independent Director for the second term of 5 (five) consecutive years with effect from January 28, 2026 to January 27, 2031.

**Item No. 2**

The Company had introduced the Employee Stock Scheme/Plan 2022 ("the Scheme 2022") with effect from May 4, 2022 to reward the employees for their association with the Company and their performance as well as to motivate them to contribute to the growth and profitability of the Company.

In terms of the provisions of Clause 4.7 of the Scheme, the Company is authorised to provide loan(s) upto Rs. 2,000 Million (Rupees Two Thousand Million Only) to Employee Welfare Trust ("Trust") for purchase/acquisition of shares from the secondary market in one or more tranche(s). The said limit of Rs. 2,000 Million (Rupees Two Thousand Million Only) is nearing exhaustion. In view of the significant appreciation in the Company's share price since the introduction of the Scheme 2022, and in order to enable the Trust to continue acquiring shares to facilitate the exercise of ESOPs, it is proposed to enhance the said limit to ₹6,000 million (Rupees Six Thousand Million Only) for the purchase of shares by the Trust from the secondary market. Accordingly, the Scheme 2022 is required to be amended to incorporate the revised limit under Clause 4.7 thereof. All other provisions of the ESOP Scheme 2022 remain unchanged.

In view of the above, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on January 28, 2026, approved the amendment to the Scheme to enhance the aforesaid limits for extending loan(s) to the Trust up to ₹6,000 million (Rupees Six Thousand Million Only), subject to the approval of the Members.

The Board of Directors of the Company are of the view that the amendment to the Scheme 2022 is not prejudicial to the interests of the option holders.

Details of the proposed amendment to the Scheme is represented as below:

<b>Existing Clause No. 4.7</b>	<b>Amended Clause No. 4.7</b>
<p>"The Company will provide loan to the Trust to purchase shares from secondary market. The total amount of loan which can be outstanding at any point of time, shall not exceed <b>Rs. 2,000 Million</b> (Rupees Two Thousand Million Only). The tenure thereof will be 6 years from the date of disbursement or such other period fixed by the Nomination and Remuneration Committee, in the best interest of this Employee Welfare Trust and the Company. The funds so procured by the Employee Welfare Trust will be utilized by the Employee Welfare Trust for, inter-alia, acquisition of shares from the secondary market. The repayment terms shall be mutually determined between the Nomination and Remuneration Committee and the Independent Trustees, which will be appointed for the Trust. The repayment will be broadly on the following lines:.."</p>	<p>The Company will provide loan to the Trust to purchase shares from secondary market. The total amount of loan which can be outstanding at any point of time, shall not exceed <b>Rs. 6,000 Million</b> (Rupees Six Thousand Million Only). The tenure thereof will be 6 years from the date of disbursement or such other period fixed by the Nomination and Remuneration Committee, in the best interest of this Employee Welfare Trust and the Company. The funds so procured by the Employee Welfare Trust will be utilized by the Employee Welfare Trust for, inter-alia, acquisition of shares from the secondary market. The repayment terms shall be mutually determined between the Nomination and Remuneration Committee and the Independent Trustees, which will be appointed for the Trust. The repayment will be broadly on the following lines:..."</p>

**Below are the salient features of the ESOP Scheme, 2022:**

<b>Employee eligibility</b>	All eligible employees and Directors of the Company, its subsidiaries and associate company(ies), excluding Promoters & members of Promoter group, Independent Directors and Directors holding more than 10% of equity in the Company directly or indirectly, as may be decided by the Board of Directors, would be entitled to be granted options under the Scheme.
<b>Vesting period</b>	The options would vest not earlier than Three years and not later than five years from the date of grant of options.
<b>Exercise period</b>	The Exercise period would commence from the date of vesting and will expire on completion of three years from the date of vesting of options.
<b>Exercise price</b>	The Exercise Price shall be equal to the lower of: <ul style="list-style-type: none"> <li>the latest available closing Market Price (at a Stock Exchange where there is highest trading volume on said date) on the date prior to the date on which the NRC finalize the specific number of Options to be granted to the Employees, or</li> <li>the average of the two weeks high and low price of the Share preceding the date of Grant of Option, on the Stock Exchange on which the Shares of the Company are listed.</li> </ul>
<b>Conformity with accounting policies</b>	The Company shall conform to the applicable provisions of the Regulations, including the disclosure and the accounting policies as specified in guidelines/rules and regulations, as may be applicable from time to time.
<b>Dilution</b>	ESOP Exercises through acquisition of equity shares by ESOP Trust from secondary market will not result in any dilution.
<b>Name of Trust</b>	eClerx Employee Welfare Trust
<b>Name of Trustee and relationship with Promoters/Directors/KMPs</b>	Barclays Wealth Trustees (India) Private Limited Relationship: None

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, except to the extent of the securities that may have been offered to them under the Scheme 2022.

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

**Item No. 3**

With a view to share the prosperity with the shareholders, broadening the retail shareholders base, and enhancing the liquidity of the equity shares of the Company, the Board of Directors of the Company ("Board"), at its meeting held on Wednesday, January 28, 2026, after due consideration of the available reserves and subject to the approval of the Members and receipt of all requisite approvals, permissions and sanctions, approved and recommended the issue of bonus equity shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up, to the existing Members of the Company in the ratio of 1 (One) new fully paid-up equity share of Rs. 10/- each for every 1 (One) existing fully paid-up equity share of Rs. 10/- each held by them.

The record date for the purpose of ascertaining the eligibility of the shareholders to receive bonus equity shares shall be communicated by the Company. Further, the bonus shares, once allotted, shall rank *pari - passu* in all respects and carry the same rights as the existing equity shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

The issue of bonus equity shares would, *inter-alia*, require appropriate adjustments with respect to all the existing Employee Stock Option Scheme (s) of the Company pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that the exercise price and all stock options which are available for grant and those already granted but not exercised as on Record Date shall be appropriately adjusted.

The bonus shares shall be issued by capitalisation of Rs. 47,02,53,590 from the balance of Retained Earnings (Free Reserve) as reflected in the audited financial statements of the Company for the financial year ended March 31, 2025.

Pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, Regulation 293 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), read with Article 176 of the Articles of Association of the Company, the proposed issue of bonus equity shares requires the approval of the Members of the Company by way of an Ordinary Resolution.

The Company hereby confirms that:

- i. it has not defaulted in payment of interest or principal in respect of any fixed deposits or debt securities issued by it and has not undertaken any debt restructuring;
- ii. it has not defaulted in payment of statutory dues of its employees, including contributions to provident fund, gratuity and bonus;
- iii. there are no outstanding partly-paid equity shares as on the date of this Postal Ballot Notice;
- iv. none of the Promoters or Directors of the Company is a fugitive economic offender; and
- v. the proposed issue of bonus equity shares is not in lieu of dividend.

Members are requested to note that, in terms of the SEBI ICDR Regulations, the bonus equity shares shall be allotted only in dematerialised form. Accordingly, in respect of Members holding equity shares in dematerialised form, the bonus equity shares shall be credited to their respective beneficiary accounts maintained with their Depository Participant(s). In case of Members holding equity shares in physical form, the bonus equity shares shall be credited to the Demat Suspense Account opened for this purpose, within such timelines as may be prescribed under applicable laws and SEBI guidelines. No letter of allotment shall be issued to the allottees of the bonus equity shares.

In terms of Regulation 295 of the SEBI ICDR Regulations, the bonus issue shall be implemented by the Company within a period of two (2) months from January 28, 2026, being the date of the Board Meeting at which the bonus issue was approved, subject to receipt of Members’ approval.

The issue of bonus equity shares requires approval of the Members under Section 63 of the Companies Act, 2013, in addition to other applicable statutory and regulatory approvals.

The authorised share capital of the Company is Rs. 100,00,00,000 (Rupees One Hundred Crore only), divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- each, and the present paid-up equity share capital of the Company is Rs. 47,02,53,590 (Rupees Forty Seven Crore Two Lakh Fifty Three Thousand Five Hundred Ninety only). Consequent to the proposed bonus issue, the paid-up equity share capital of the Company shall continue to remain within the limits of the authorised share capital. Accordingly, no increase in authorised share capital or amendment to the Capital Clause of the Memorandum of Association of the Company is required.

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the SEBI Listing Regulations

None of the Directors, or any Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, either directly or indirectly in the aforesaid resolution save and except to the extent of their respective interest as members of the Company.

In the opinion of the Board, the proposal for issuance of Bonus shares is in the interest of the Company and its members holding Equity Shares of the Company. The Directors of the Company, therefore, recommend passing of the Ordinary Resolution as set out at Item No. 3 of the Notice for the approval of the Members.

ANNEXURE TO THE NOTICE**Details of the Director seeking re-appointment pursuant to Regulation 36 of the Listing Regulations and information pursuant to Secretarial Standard – II on General Meetings (SS-2):**

<b>Name of Director</b>	Mr. Srinjay Sengupta
<b>Director Identification Number ("DIN")</b>	02692531
<b>Designation</b>	Non- Executive Independent Director
<b>Age</b>	58
<b>Profession</b>	Business Executive
<b>Date of first appointment on the Board</b>	January 28, 2021
<b>Shareholding in the Company as on the date of this Notice</b>	Nil
<b>Qualifications</b>	Bachelor's degree from the Indian Institute of Technology (IIT), Kharagpur and alumnus of Indian Institute of Management, Ahmedabad (IIM-A).
<b>Brief resume (Experience and Expertise)</b>	Mr. Sengupta is a seasoned professional in the technology and outsourcing industry. He held senior roles at Infosys, where he setup the UK and European operations of the company, and at iGate, where he was head of global sales and marketing. He also worked at McKinsey & Company and is now an independent adviser to global corporations in the areas of technology, operations and outsourcing. Srinjay is also an investor in tech intensive scale ups. He is an alumnus of the Indian Institute of Management, Ahmedabad and holds a bachelor's degree from the Indian Institute of Technology, Kharagpur.
<b>Skills and capabilities required for the role/Nature of expertise in specific functional areas</b>	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. Srinjay Sengupta and concluded that he possesses the relevant skills and capabilities to discharge the role of Independent Director.
<b>Terms and Conditions of re-appointment</b>	As per the details provided under the resolution and explanatory statement for business item no. 1.
<b>Relationship with other directors and Key Managerial Personnel of the Company</b>	Not related to any Director/Key Managerial Personnel
<b>Directorships held in other Companies (excluding Foreign Companies)</b>	Fans on Stands Sports Private Limited SKL Software Pvt. Ltd.
<b>Memberships/Chairmanships held in committees of the Board of other companies</b>	Nil
<b>Listed entities from which the person has resigned in the past three years</b>	Nil

<b>The number of meetings of the Board attended during FY2026</b>	3 out of 3
<b>Remuneration last drawn and sought to be paid</b>	Commission of Rs. 3.50 million and sitting fees of Rs. 0.30 million was paid, by the Company during FY2025. In FY2026 and further, he shall be entitled to commission and sitting fees.

For eClerx Services Limited

Sd/-

**Pratik Bhanushali**

VP-Legal & Company Secretary

F8538

Mumbai

January 28, 2026

**Registered Office:**

Sonawala Building, 1<sup>st</sup> Floor, 29 Bank Street, Fort, Mumbai – 400 023

CIN: L72200MH2000PLC125319, Website: [www.eclrx.com](http://www.eclrx.com), E-mail: [investor@eclrx.com](mailto:investor@eclrx.com)

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